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PLANT INSULATION COMPANY

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA

In re  
PLANT INSULATION COMPANY, a  
California corporation,  
  
Debtor.

Case No. 09-31347-TC

Chapter 11

**JONES DAY'S FIRST APPLICATION FOR  
INTERIM ALLOWANCE AND PAYMENT  
OF FEES AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD FROM  
MAY 20, 2009 THROUGH SEPTEMBER 30,  
2009**

**Hearing**

Date: November 30, 2009  
Time: 9:30 a.m.  
Place: 235 Pine St., 23<sup>rd</sup> Floor  
San Francisco, CA  
Judge: Hon. Thomas E. Carlson

**TO THE HONORABLE THOMAS E. CARLSON, UNITED STATES BANKRUPTCY  
JUDGE, THE UNITED STATES TRUSTEE, AND PARTIES IN INTEREST:**

Jones Day, general bankruptcy counsel for debtor and debtor-in-possession Plant  
Insulation Company (the "Debtor" or "Plant"), hereby submits its First Application for Interim  
Allowance and Payment of Fees and Reimbursement of Expenses for the Period from May 20,  
2009 through September 30, 2009 (the "Application Period"), pursuant to sections 328 and 330 of  
Title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, the  
Order Granting Debtor's Motion To Establish Interim Fee Application and Expense

JD INTERIM FEE APPLICATION;  
CASE NO. 09-31347

1 Reimbursement Procedures [Dkt. No. 344] (the “Interim Procedures Order”), and the United  
2 States Bankruptcy Court Northern District of California Guidelines for Compensation and  
3 Expense Reimbursement of Professionals and Trustees, which incorporates the Guidelines for  
4 Reviewing Applications for Compensation and Reimbursement of Expenses promulgated by the  
5 Executive Office of the United States Trustee pursuant to 28 U.S.C. §586(a)(3)(A) (collectively,  
6 the “Fee Guidelines”).

7 By this Application, Jones Day seeks (a) interim approval and allowance of fees in the  
8 amount of **\$457,100.00** and expenses in the amount of **\$14,134.88**, which were incurred during  
9 the Application Period; (b) approval of its reconciliation of its prepetition retainer balance (the  
10 "Retainer"); (c) authority to apply the Retainer to any unpaid allowed amounts; and to the extent  
11 necessary (d) payment from the Debtor of any remaining amounts that have been allowed, but not  
12 yet paid, with respect to the Application Period.

13 The Declaration of Peter J. Benvenuti, filed concurrently herewith, supports this  
14 Application. In further support of this Application, Jones Day represents as follows:

15 **I. INTRODUCTION**

16 This Chapter 11 case was filed on May 20, 2009, to deal with the exposure Plant faced  
17 from asbestos health claims, especially in light of its insurers’ position that coverage under  
18 Plant’s liability policies had been exhausted. Since the Petition Date, Jones Day has taken the  
19 lead role in advising the Debtor on its overall bankruptcy strategy and day-to-day case  
20 administration, operations and proceedings. In particular, Jones Day assisted the Debtor with the  
21 preparation of essential first day motions to appoint an estate representative, retain counsel and  
22 obtain limited stay relief to enable the complex declaratory relief action filed by Plant on January  
23 17, 2006, captioned *Plant Insulation Company v. Fireman’s Fund Insurance Company, et al.* (No.  
24 CGC-06-448618) (“Declaratory Relief Action”), to proceed in the California Superior Court for  
25 the County of San Francisco. Jones Day also focused on obtaining debtor-in-possession  
26 financing and commenced potential merger discussions with Bayside Insulation, Inc. (“Bayside”),  
27 a company that purchased certain assets from Plant in May 2001 and that various of Plant’s  
28

creditors and its Creditor's Committee assert is Plant's legal successor and co-liable for Plant's asbestos health claim obligations.

During this Application Period, Jones Day also coordinated with the Debtor's special insurance counsel Snyder, Miller & Orton LLP ("SMO") and Morgan, Lewis & Bockius LLP ("MLB") with respect to the coverage disputes to provide Plant with effective legal representation in view of the intersection and importance to Plant of two separate areas of law – bankruptcy and insurance.

Because the claims bar date was October 13, 2009, Jones Day only recently began analyzing the defense and indemnity claims filed by Plant's insurers—which exceed \$90 million—for the purpose of determining how such claims should be dealt with under the Bankruptcy Code and in connection with a plan of reorganization. Going forward, the Debtor intends to make every effort to promptly negotiate, propose and confirm a consensual plan of reorganization.

## **II. JURISDICTION**

The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

## **III. EVENTS PRECIPITATING THE CHAPTER 11 FILING<sup>1</sup>**

Plant was incorporated in California on March 23, 1937 and was formed to engage in the business of selling, installing and repairing asbestos, brick, cement, concrete, stone and all other types of fire proofing and insulating materials. Plant was an insulation contractor; its work regularly involved installing and removing asbestos products during a wide range of years.

As a result of Plant's sale and installation of asbestos-containing products dating back to the 1930s, Plant has been embroiled in asbestos-related litigation for many years. From early 1978 and continuing through the Petition Date, Plant had been subjected to thousands of asbestos bodily injury, wrongful death and loss of consortium claims and lawsuits for damages allegedly caused in whole or in part by exposure to asbestos-containing materials installed or supplied by

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<sup>1</sup> This summary is supported by declarations of David J. Gordon and James Miller, previously filed in this case. See Dkt. Nos. 289 and 290.

1 Plant dating back to the 1930s (collectively, the “Asbestos Cases”). As of the Petition Date,  
2 thousands of Asbestos Cases were pending against Plant in California, primarily in Alameda and  
3 San Francisco counties. Prior to the Petition Date, approximately 40 new complaints were being  
4 filed against Plant each month, and Plant anticipates that numerous additional asbestos related  
5 claims will be asserted against it for many years to come. The potential liabilities represented by  
6 present and anticipated future asbestos related claims against Plant far exceed the value of Plant’s  
7 non-insurance assets. Plant believes that its historical comprehensive general insurance assets  
8 provide coverage for many of the present and future liabilities although, as discussed in further  
9 detail below, Plant’s insurers dispute their liability in the Asbestos Cases.

10 Plant maintained comprehensive general and excess liability insurance from various  
11 insurers throughout the years during which it sold, handled, and installed the vast majority of the  
12 asbestos products that gave rise to the Asbestos Cases. Beginning in about 1988 certain of Plant’s  
13 insurers defended Plant against the Asbestos Cases, and the following year they began to pay  
14 settlements or other indemnity amounts. Plant’s insurers handled the asbestos suits through their  
15 appointed counsel and controlled the defense and settlement of the asbestos suits. Beginning in  
16 1991, Plant’s insurers began advising it that the policies had been “exhausted” and that they  
17 would no longer defend or indemnify Plant. Each insurer, in turn professed “exhaustion” of its  
18 policies until, by 2001, all of Plant’s insurers had stated that they would no longer defend or  
19 indemnify Plant against the Asbestos Cases.

20 Plant had insufficient resources with which to defend itself against the Asbestos Cases, or  
21 to pay settlements or judgments in more than a handful of the cases that were pending against it  
22 when the last insurer asserted exhaustion. Plant did not understand how its insurance policies  
23 operated to cover, without any aggregate limit, so called “operations” or “non-product” claims,  
24 *i.e.*, bodily injury claims caused by asbestos exposure before a product is relinquished or an  
25 operation is completed. Consequently, when Plant’s various insurers told it that they were  
26 “exhausted”, Plant accepted the representation and turned to other insurers until, in 2001, all of  
27 Plant’s then solvent insurers had claimed exhaustion.  
28

1 On or about January 18, 2006, Plant tendered thousands of Asbestos Cases it believed  
2 were pending to its primary insurers. It notified the excess insurers of the existence of these  
3 cases, as well. Notwithstanding their assertion that the policies were exhausted, the insurers  
4 accepted the tender and later began to process, defend and/or settle numerous asbestos claims,  
5 pursuant to their policies, under a full reservation of rights.

6 In an effort to ascertain its rights under the policies issued by its solvent insurers, Plant  
7 filed the Declaratory Relief Action. The Phase II trial<sup>2</sup> of this complex litigation is currently  
8 pending before Judge John Munter, pursuant to this Court's order modifying the automatic stay  
9 [Dkt. No. 105]. The Debtor anticipates that Judge Munter will enter a decision on Phase II in  
10 February or March of 2010. No proceedings have been scheduled in the Declaratory Relief  
11 Action beyond the Phase II trial.

#### 12 **IV. CHAPTER 11 CASE BACKGROUND**

13 On May 20, 2009, Plant filed a voluntary petition for relief under chapter 11 of the  
14 Bankruptcy Code. The Debtor remains in possession of its property and continues to operate and  
15 manage its affairs as a debtor in possession pursuant to sections 1107(a) and 1108 of the  
16 Bankruptcy Code. On May 29, 2009, the Office of the United States Trustee (the "UST")  
17 appointed the Official Committee of Unsecured Creditors ( the "Committee"). On June 8, 2009,  
18 the Court entered an order appointing Charles B. Renfrew as representative of persons who might  
19 subsequently assert personal injury and wrongful death demands for damages allegedly caused by  
20 the presence of, or exposure to, asbestos or asbestos-containing products in connection with the  
21 Debtor's past operations (the "FCR"). No trustee or examiner has been sought or appointed.

22 In filing this Chapter 11 case, the Debtor intends to invoke Bankruptcy Code section  
23 524(g), and to propose and seek confirmation of a plan of reorganization as a means of resolving  
24 the asbestos-related personal injury and wrongful death claims.

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26  
27 <sup>2</sup> The Phase II trial commenced on June 1, 2009. That trial involves three affirmative defenses pleaded by the  
28 insurers. It is being tried to the Court without a jury. The three defenses are "judicial estoppel", "unclean  
hands" and waiver. The insurers contend that if established, the defenses, or any of them, should result in the  
dismissal of Plant's complaint in the Declaratory Relief Action. Plant disputes the insurers' contentions.

**V. RETENTION; RECONCILIATION OF PRE-PETITION RETAINER**

On June 11, 2009, the Court entered an order approving the Debtor's retention of Jones Day as its general bankruptcy counsel, *nunc pro tunc* to May 20, 2009 [Dkt No. 170] (the "Retention Order"). Among other things, the Retention Order authorized Jones Day to reconcile its actual fees and expenses for services rendered prior to the Petition Date against the estimated pre-petition fees and expenses disclosed in its retention application. Based upon the detailed reconciliation attached as Exhibit "A" to the Benvenuti Declaration, Jones Day received pre-petition advance payments totaling \$1,640,000, billed and applied from those funds a total of \$366,835.00 on account of fees and \$1,875.55 on account of expenses for pre-petition services, leaving a post-petition Retainer balance in the amount of \$1,271,289.45<sup>3</sup> (without any payment to or an account of post-petition fees or costs).

**VI. PRIOR COMPENSATION**

This is the first interim application for compensation and reimbursement of expenses filed by Jones Day. Jones Day has submitted, pursuant to the Interim Procedures Order, prior monthly fee statements and has obtained authority to receive interim compensation and expense reimbursement in connection with those fee statements in the following amounts:<sup>4</sup>

Fee Statement Period	Fees Sought (100%)	Expenses Sought (100%)	Fees Authorized (80%)	Expenses Authorized (100%)	Unpaid Fees	Unpaid Expenses
5/20/09 – 8/31/09	\$423,940.00	\$13,287.53	\$339,152.00	\$13,287.53	\$423,940.00	\$13,287.53
9/1/09 – 9/30/09	\$33,160.00	\$847.35	Objection period not yet lapsed	Objection period not yet lapsed	\$33,160.00	\$847.35

**VII. SERVICES RENDERED AND BASIS FOR COMPENSATION THEREOF**

Section 330(a) of the Bankruptcy Code provides that the Court may award "reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional

<sup>3</sup> Of this amount, \$1,254,680.60 is being held in Plant's trust account, and \$16,608.85 is being held in a Jones Day operating account as a credit to Plant, which will be applied to satisfy Jones Day's future allowed post-petition fees and costs.

<sup>4</sup> Although Jones Day has obtained authority under the Interim Fee Procedures to apply the Retainer to the interim allowed amounts, it has not yet done so because it is in the process of discussing a modified fee structure with the Debtor. Nevertheless, this Application seeks authority to pay all amounts due from the Retainer. If a new agreement is reached with the Debtor, and is approved by the Court, Jones Day will adjust and reallocate any such payments and the Retainer balance in a manner consistent with that agreement.

1 person, or attorney and by any paraprofessional employed by any such person.” 11 U.S.C. §  
2 330(a)(1)(A). In determining the amount of reasonable compensation to be awarded, the Court  
3 shall consider the nature, extent, and the value of such services, taking into account all relevant  
4 factors, including: (a) the time spent on such services; (b) the rates charged for such services; (c)  
5 whether the services were necessary to the administration of, or beneficial at the time at which the  
6 service was rendered toward the completion of, a case under Title 11; (d) whether the services  
7 were performed within a reasonable time commensurate with the complexity, importance, and  
8 nature of the problem, issue, or task addressed; and (e) whether the compensation is reasonable,  
9 based on the customary compensation charged by comparably skilled practitioners in cases other  
10 than cases under Title 11. *See* 11 U.S.C. § 330(a)(3)(A) – (E).

11 Jones Day’s services in this case for the Application Period are described in detail in the  
12 billing statements attached as **Exhibit A** to this Application. Consistent with the Fee Guidelines,  
13 Jones Day’s services are allocated among billing categories, as described in Part VI and in  
14 **Exhibit B** to this Application. **Exhibit B** presents for each billing category the total number of  
15 hours of services devoted by each attorney or paralegal, that person’s regular hourly billing rate,  
16 and the fees requested for those services based on regular hourly rates. Attached hereto as  
17 **Exhibit C** is a chart that summarizes the fees billed by Jones Day during the Application Period  
18 by category and by month. Attached hereto as **Exhibit D** is a chart that summarizes the expenses  
19 billed by Jones Day during the Application Period by category and by month. Copies of the  
20 professionals’ biographies are attached hereto as **Exhibit E**. The allocation reflected on the  
21 attached exhibits and in the narrative descriptions in the following portions of this Application  
22 represents Jones Day’s reasonable best efforts to categorize its services in the spirit of the Fee  
23 Guidelines.

1 **VIII. NARRATIVE DESCRIPTION OF SERVICES**<sup>5</sup>

2 **A. Meetings of and Communications with Creditors (605002): Fees sought:**  
3 **\$16,922.50; Hours: 22.5.**

4 During this Application Period, Jones Day represented the Debtor in connection with its  
5 initial communications with its creditor constituencies and the UST. Jones Day's services in this  
6 category included the following:

- 7 (a) attending to Committee formation issues;
- 8 (b) engaging in discussions and meetings with counsel for the Committee and the FCR  
9 concerning case management, scheduling, employment agreements and related matters;
- 10 (c) attending the initial Debtor interview, and advising the Debtor regarding the same;
- 11 (d) preparing for and attending at the 341 meeting of creditors (the "341 Hearing")
- 12 (e) gathering documents responsive to UST's voluminous requests for information in  
13 connection with the 341 Hearing;
- 14 (f) responding to insurers' counsel requests for copies of the Debtor's communications  
15 with the UST;
- 16 (g) evaluating the Debtor's need for a claims and/or noticing agent;
- 17 (h) preparing the claims bar date notice; and
- 18 (i) communicating with creditors and co-defendants regarding the claims bar date.

19 **B. Asset Disposition (605003): Fees sought: \$750.00; Hours: 1.4.**

20 The minimal fees in this category relate to drafting a non-disclosure agreement regarding  
21 the potential transaction with Bayside and performing employment-related due diligence. These  
22 fees should have been more appropriately classified under the task category "Business Operations  
23 (605011)," discussed in more detail below.

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28 <sup>5</sup> Not all services fit neatly within one or another of the designated categories, and consequently there is some overlap.



1           **C. Case Administration (605004): Fees sought: \$174,102.50; Hours: 405.1.<sup>6</sup>**

2           The services in this category include routine case management (preparation and  
3 maintenance of the over 14,000-creditor master service list and the limited service list,  
4 management of the voluminous files and documents in the case, service and distribution of  
5 notices and pleadings, and calendaring deadlines) and a broad array of services which do not fit  
6 within other billing categories. Among other things, Jones Day:

7           (a) prepared the bankruptcy petition, creditor matrix, and list of 20 largest creditors;

8           (b) filed and served “first day” motions, including the Debtor’s applications to retain  
9 certain professionals and a motion for relief from stay (as further described under Sections  
10 VIII.D, VIII.E, and VIII.F herein);

11           (c) represented the Debtor at the emergency hearing on the first day motions and  
12 prepared orders granting such motions;

13           (d) prepared a motion to extend the deadline to file and serve the Debtor’s schedules  
14 and statement of financial affairs (“Schedules and SOFAs”);

15           (e) assisted and advised the Debtor regarding preparation of the Schedules and  
16 SOFAs, including analysis of financial information, guidance concerning the scope of the claims  
17 to be listed and the importing of thousands of claimants’ data;

18           (f) timely filed the Schedules and SOFAs, and subsequently worked with the Clerk’s  
19 office to amend them to add creditors and remove duplicate creditors;

20           (g) prepared an application and order to appoint David J. Gordon as the estate  
21 representative;

22           (h) prepared a motion for authority to limit notice of certain matters, which was  
23 approved by the Court after a hearing;

24           (i) prepared a motion and supporting declarations to advance the claims bar date (as  
25 further described in Section VIII.M below);

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27  
28           <sup>6</sup> Jones Day has used its best efforts to highlight any services that were billed to this category but which arguably  
could have been billed to another task category described in this Application.

1 (j) informed and advised the Debtor about various administrative and operational  
2 requirements promulgated by the UST;

3 (k) assisted the Debtor with its compliance with the UST's requirements, including the  
4 disclosure of historical financial information, preparation of monthly operating reports and  
5 payment of UST fees;

6 (l) performed an initial evaluation of the Debtor's employment and consulting  
7 agreements to respond to inquiries from the Committee and the FCR (as further described in  
8 Section VIII.N below);

9 (m) prepared and maintained a detailed case management memorandum regarding  
10 deadlines and work in progress;

11 (n) communicated with the Court re hearing scheduling issues and established a  
12 standing procedure for obtaining hearing transcripts;

13 (o) advised the Debtor with respect to matters of general bankruptcy law, including  
14 applicable rules, guidelines and other requirements;

15 (p) informed the Debtor of its powers, rights and duties in connection with the case  
16 and advised the Debtor concerning the necessity and propriety of certain actions;

17 (q) advised the Debtor on its consultations with the Committee, the FCR and other  
18 constituencies relative to the overall administration of the estate;

19 (r) coordinated and attended meetings with coverage counsel and the Debtor to keep  
20 informed about the status of the coverage litigation and its impact on the bankruptcy case;

21 (s) attended meetings with the Committee and the FCR regarding case strategy; and

22 (t) provided regular updates regarding filings by all interested parties, as well as  
23 objection and claim deadlines, and Court rulings.

24 **D. Relief from Stay/Adequate Protection Proceedings (605005): Fees sought:**  
25 **\$50,405.00; Hours: 77.7.**

26 On the Petition Date, Plant filed an emergency motion for relief from stay (the "Stay  
27 Relief Motion") to allow Phase II of the Declaratory Relief Action, which had been scheduled to  
28 commence on May 26, 2009, to proceed through trial. Certain insurers filed limited objections to,

1 and at the May 21, 2009 hearing the Committee and the FCR vigorously opposed, the Stay Relief  
2 Motion. Therefore, the Court continued the hearing and set a briefing schedule to allow the  
3 Committee and the FCR to file formal objections. Jones Day assisted the Debtor with  
4 overcoming all objections, and the Court authorized the limited stay relief, as requested.

5 In addition, during the initial stages of the case, individual asbestos claimants sought stay  
6 relief to allow (1) the appeal by Plant of the state court judgment entered in favor of asbestos  
7 claimants Cloristeen and Patricia Collins, (2) the state court action filed by asbestos claimant  
8 Charles Johnson, and (3) the state court action filed by Westbrook, to go forward. Thus far, the  
9 Court has lifted the stay, in whole or in part (to the extent set forth in the respective orders), with  
10 respect to each of the foregoing actions, except Westbrook.

11 In connection with these stay relief matters, Jones Day:

12 (a) prepared the Stay Relief Motion, including detailed supporting declarations from  
13 the Debtor and insurance coverage counsel to provide the Court and creditors with a detailed  
14 history of the case and background regarding the coverage disputes;

15 (b) responded to the insurers' limited objection to the Stay Relief Motion, as well as  
16 the objections filed by the Committee and the FCR;

17 (c) performed research regarding surety bond issues and prepared a limited opposition  
18 to the Collins stay relief motion;

19 (d) prepared a statement of non-opposition to the Johnson stay relief motion;

20 (e) participated in each of the stay relief hearings, including submitting the orders  
21 granting such motions in whole or in part; and

22 (f) prepared a stipulation and order to continue the briefing schedule and hearing on  
23 the stay relief issues related to the Collins claimants' ability to seek payment from the appeal  
24 bond.

25 **E. Fee/Employment Applications (Jones Day) (605006). Fees sought:**  
26 **\$21,715.00; Hours: 44.4.**

27 The fees in this category are attributable to the preparation and approval of: (i) the  
28 Debtor's application to retain Jones Day as its bankruptcy counsel; and (ii) Jones Day's fee

1 statements for the Application Period, including all exhibits and declarations required under the  
2 Fee Guidelines. After its retention was approved, Jones Day prepared a supplemental declaration  
3 to disclose additional connections that had subsequently come to its attention.

4 The Retention Order provides, among other things, that within 120 days following its  
5 Petition Date, Plant would provide Jones Day with further assurances regarding the sources of  
6 funds Plant would use to pay the administrative expenses of Plant's bankruptcy case, including  
7 the fees and expenses of Jones Day. One possible such assurance included the possible  
8 negotiation of and agreement to a deferred compensation arrangement between Jones Day and  
9 Plant, providing for contingent fee payments acceptable to the firm. To date, Jones Day has not  
10 received the requisite assurances. For the reasons set forth in the Benvenuti Declaration, Jones  
11 Day and Plant have agreed to an open-ended extension of Plant's deadline to comply with  
12 paragraph 4 of the engagement letter (regarding further assurances) and Jones Day's right to  
13 withdraw from its representation of Plant under that provision, subject to the right of either Plant  
14 or Jones Day to terminate such extension on 45-days' notice to the other party.

15 **F. Fee/Employment Applications (Other) (605007): Fees sought: \$74,392.50;**  
16 **Hours: 134.0.**

17 In an effort to promptly retain special insurance coverage counsel and accountants for the  
18 Debtor, Jones Day prepared the Debtor's applications to employ MLB, SMO and Bachecki Crom,  
19 and assisted with the supporting declarations. Jones Day also advised MLB and SMO with  
20 respect to overcoming objections to their respective retentions, and communicated with insurers'  
21 counsel regarding a possible stipulated order to govern insurance coverage counsels' retentions.  
22 Jones Day participated in the hearings on MLB's, SMO's and the FCR's application to retain  
23 counsel. After the hearings on the employment of professionals, Jones Day prepared retention  
24 orders for MLB, SMO and the FCR, in consultation with the insurers' counsel. In addition, Jones  
25 Day reviewed the Committee's application to retain Sheppard Mullin as its bankruptcy counsel,  
26 and participated at the contested hearing on such application. When U.S. Fire appealed the order  
27 authorizing the Committee to retain Sheppard Mullin, Jones Day opposed U.S. Fire's request for  
28

1 stay pending appeal, participated in related status conferences and telephonically appeared at the  
2 hearing on the stay pending appeal.

3 Jones Day also prepared, but has not yet filed, an application to retain certain ordinary  
4 course professionals who are representing the Debtor in the asbestos-related cases for which stay  
5 relief has been granted in whole or in part. Since the Debtor's insurers are currently paying  
6 Plant's defense fees, there is no immediate need to seek authority to compensate the ordinary  
7 course professionals.

8 The fees in this category also relate to Jones Day's preparation of a motion to establish  
9 interim fee procedures in this case, which the Court approved. Thereafter, Jones Day assisted the  
10 Debtor's professionals, as well as counsel for the FCR, with the preparation (and in the case of  
11 MLB, filing) of their first monthly fee statements, covering the four months of May through  
12 August 2009.

13 **G. Tax Issues (605008): Fees sought: \$337.50; Hours: 0.5.**

14 Jones Day communicated with the Debtor's employees and accountants regarding  
15 estimated taxes and tax planning for the year 2009.

16 **H. Asset Analysis and Recovery (605009): Fees sought: \$4,117.50; Hours: 6.8.**

17 During this Application Period, Jones Day assisted the Debtor with various efforts to  
18 recover funds for the estate. Jones Day attempted to reach a resolution of the indemnity claims  
19 Plant has asserted against the Fibreboard Trust, and those negotiations are ongoing. Jones Day  
20 was also involved in meetings with counsel for certain insurers regarding possible settlements of  
21 the coverage disputes.

22 A portion of these fees relates to Jones Day's preparation of a summary of Plant's  
23 historical transfers of its stock and assets, as well as the production of documents related to those  
24 transfers to the UST and the insurers.

25 **I. Business Operations (605011): Fees sought: \$16,957.50; Hours: 31.6.**

26 During this Application Period, Jones Day communicated with counsel for Bayside to  
27 evaluate a possible transaction between the entities.<sup>7</sup> This required Jones Day to prepare a non-

28 <sup>7</sup> Bayside currently operates in Concord, California and is a co-defendant with Plant in a number of asbestos personal injury lawsuits.

1 disclosure agreement, perform substantial due diligence on Bayside, and to the extent possible,  
2 keep the Committee and the FCR informed about the prospects for a combination.

3 **J. Appeals (605012): Fees sought: \$907.50; Hours: 1.3.**

4 These minimal fees relate to Jones Day's efforts to keep abreast of U.S. Fire's appeal of  
5 this Court's order appointing Sheppard Mullin as the Committee's counsel.

6 **K. Employee Benefits/Pensions (605013): Fees sought: \$1,980.00; Hours: 3.3.**

7 These fees relate to Jones Day's analysis and preparation of a summary of the pre-petition  
8 employment agreements between Plant and its employees Clay Gregory and Monte Travis.

9 **L. Plan and Disclosure Statement (605014): Fees sought: \$13,562.50; Hours:**  
10 **20.5.**

11 Because the Committee lacked bankruptcy counsel throughout substantially all of this  
12 Application Period, the Debtor's ability to commence plan negotiations with its primary creditor  
13 constituency was delayed. Therefore, Jones Day prepared a motion to extend the exclusive  
14 periods to file and solicit acceptances of a plan of reorganization. The Court approved the  
15 motion, extending the exclusivity period to for the Debtor to file a plan to January 15, 2010.

16 **M. Claims Administration and Objections (605016): Fees sought: \$23,787.50;**  
17 **Hours: 41.5.**

18 These fees relate to Jones Day's efforts to shorten and set the claims bar date applicable to  
19 non-asbestos related claimants. Jones Day prepared the claims bar date motion and supporting  
20 declarations, addressed publication notice issues, responded to the insurers' limited objections to  
21 the motion, and argued at the hearing on the motion. Based upon the Court's decision to schedule  
22 October 13, 2009 as the bar date, Jones Day submitted a proposed order partially authorizing the  
23 relief requested in the motion. Thereafter, Jones Day coordinated with the Court to serve the  
24 notice of the bar date and responded to creditor inquiries regarding the bar date. A small portion  
25 of the fees relates to Jones Day's review of proofs of claim filed by counsel for certain asbestos  
26 claimants.

1           **N.      Assumption and Rejection of Leases and Contracts (605017): Fees sought:**  
2                           **\$11,757.50; Hours: 20.3.**

3           During this Application Period, Jones Day evaluated whether to assume or reject certain  
4 of Plant's pre-petition executory contracts. As part of this process, Jones Day reviewed and  
5 summarized the key terms of the pre-petition employment agreements between Plant and its two  
6 employees, Clay Gregory and Monte Travis. In addition, Jones Day responded to inquiries by the  
7 Committee and the FCR and provided additional information, and advised the Debtor regarding  
8 those matters. The Committee and the FCR have raised preliminary concerns regarding the  
9 employees' agreements. Jones Day intends to assist the Debtor in resolving such concerns before  
10 bringing a motion to assume the employment agreements.

11           Jones Day also prepared separate motions to assume the pre-petition settlement  
12 agreements between Plant and each of United National Insurance Company and Sompo Japan  
13 Insurance Company of America, formerly known as Yasuda Fire & Marine Insurance Company.  
14 In the aggregate, these settlements have resulted or may result in the Debtor receiving up to \$27  
15 million from those insurers for the benefit of asbestos claimants. The settling insurers' obligation  
16 to fund portions of the settlement amount are conditioned upon this Court confirming a plan that  
17 provides protection to the settling insurer pursuant to section 524(g) of the Bankruptcy Code. The  
18 insurance settlement motions have been filed, but not yet set for hearing.

19           **O.      Insurance Issues/Litigation (605018): Fees sought: \$45,405.00; Hours: 67.7.**

20           The fees in this category relate to Jones Day's efforts to monitor the coverage litigation,  
21 coordinate with and assist coverage counsel, and deal with the host of issues arising from the  
22 insurers' significant involvement in this case. Jones Day:

23           (a)      communicated with the Debtor and coverage counsel regarding the status of the  
24 Declaratory Relief Action and its potential impact on the bankruptcy case;

25           (b)      coordinated with and advised coverage counsel regarding bankruptcy issues  
26 relevant to the Declaratory Relief Action;

27           (c)      performed bankruptcy research to assist coverage counsel with their Phase II  
28 closing arguments;

1 (c) prepared the motions to assume the pre-petition settlement agreements between  
2 Plant and each of UNIC and Sompco (as further described in the task category above entitled  
3 “Assumption and Rejection of Leases and Contracts (605617)”; and

4 (d) participated in telephone conferences and meetings with Plant’s insurance counsel  
5 regarding overall strategy in the coverage and bankruptcy cases.

6 **IX. EXPENSE REIMBURSEMENT REQUEST**

7 Jones Day has also incurred necessary and allowable expenses in connection with the  
8 services described in Part VII above in the net amount of **\$14,134.88**, as more specifically  
9 detailed in **Exhibit C** (expenses by category and by month).

10 **X. REQUIRED DISCLOSURES AND CERTIFICATION**

11 In this case, Jones Day has not charged for expenses for: (a) office overhead; (b)  
12 secretarial or other staff overtime; (c) charges for after-hours and weekend air conditioning and  
13 other utilities; (d) cost of meals or transportation provided to attorneys and staff working locally,  
14 unless incurred in the course of an in-office business meeting with “outside” individuals; (e) word  
15 processing and similar clerical functions; and (f) amenities such as newspapers, shoe shines, dry  
16 cleaning, etc.

17 Jones Day's in-house photocopying is charged at 20 cents per page.

18 Jones Day seeks compensation for computerized legal research services at actual cost, as  
19 best estimated by Jones Day.

20 Jones Day's requested compensation and expense reimbursement have been billed at  
21 rates, in accordance with practices, no less favorable than those customarily employed by Jones  
22 Day and generally accepted by Jones Day's clients. Jones Day believes that the hourly rates of  
23 the attorneys and paralegals practicing at Jones Day are consistent with those prevailing in the  
24 San Francisco Bay Area community for similar services of lawyers and paralegals of reasonably  
25 comparable skill and reputation in such community

26 Jones Day has neither received nor been promised any compensation from any source in  
27 connection with this case or its services to be performed herein, except compensation and  
28



1 reimbursement of expenses to be allowed by this Court and paid from the estate, pursuant to the  
2 applicable provisions of the Bankruptcy Code and Rules.

3 Jones Day has no agreement for sharing any compensation which Jones Day may receive  
4 in this case with any person other than members and associates of Jones Day.

5 **XI. REQUEST FOR COMPENSATION**

6 Based on the foregoing, Jones Day requests that the Court (i) approve this Application; (ii)  
7 allow Jones Day fees and expenses in connection with the Application Period on an interim basis  
8 in the respective amounts of **\$457,100.00** and **\$14,134.88**; (iii) approve Jones Day's  
9 reconciliation of its prepetition Retainer balance; (iv) authorize Jones Day to apply the Retainer  
10 toward the unpaid, but allowed fees and expenses; and (v) authorize the Debtor to pay any  
11 remaining unpaid allowed amounts forthwith.

12 DATED: October 30, 2009

JONES DAY

13  
14 By: /s/ Peter J. Benvenutti

Peter J. Benvenutti

15 Attorneys for Debtor and Debtor in Possession Plant  
16 Insulation Company

17 SFI-622318v1  
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# **EXHIBIT A**

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor  
San Francisco, California 94104  
**(415) 626-3939**

Federal Identification Number: 34-0319085

July 13, 2009

627967-605002

Invoice: 32126687

Plant Insulation Company  
1330 64th Street  
Emeryville, CA 94608

For legal services rendered for the period through May 31, 2009:

Meetings of and Communications with Creditors USD 3,920.00

**TOTAL** **USD 3,920.00**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America  
San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605002

Page 2

July 13, 2009

Meetings of and Communications with Creditors

Invoice: 32126687

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	2.90	775.00	2,247.50
T S KELLER	1.60	750.00	1,200.00
ASSOCIATE			
M H CORREA	<u>0.90</u>	525.00	<u>472.50</u>
<b>TOTAL</b>	<b>5.40</b>	<b>USD</b>	<b>3,920.00</b>

# JONES DAY

627967-605002

Page 3

July 13, 2009

Meetings of and Communications with Creditors

Invoice: 32126687

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/23/09	P J BENVENUTTI Review letter to UST from counsel for interim committee requesting appointment as formal committee (.30); e-mail to client, colleagues, co-counsel re same (.20); e-mails with colleagues re inquiry re need for claims and noticing agent, insurer request for notice (.10).	0.60
05/26/09	P J BENVENUTTI Review letter from UST re organizational meeting of creditors committee (.10); forward to colleagues with comments (.10); telephone to and e-mail from UST re inability to attend scheduled meeting (.10); telephone with counsel inquiring about committee representation (.10); confer with Mr. Keller, Ms. Correa re notice and claims agent, coordinating same and 341 hearing with UST (.30); telephone with Mr. Lockwood re case status and developments (.90); e-mails with Mr. Gordon re response to press inquiries (.10).	1.70
05/26/09	M H CORREA Meeting re 341 hearing, claims agent (0.2); telephone with L. Lucero re same (0.2); review and revise (0.5).	0.90
05/28/09	P J BENVENUTTI Review e-mail from, telephone to UST re participation in organizational meeting of creditors' committee (.20); e-mails, telephone with colleagues re same, participation in committee organizational meeting (.20).	0.40
05/28/09	T S KELLER Emails with P. Benvenutti, A. To, D. Gordon, and M. Loo re Committee formation meeting and preparation for same.	0.30
05/29/09	T S KELLER Calls with D. Gordon regarding Committee formation meeting (0.30) and prepare for same (0.40); attend same telephonically (0.40).	1.10
05/30/09	P J BENVENUTTI Review e-mails re appointment of creditors committee.	0.20
05/31/09	T S KELLER Emails with M. Travis, P. Benvenutti regarding Committee composition.	0.20
<b>TOTAL</b>		<b>5.40</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor  
San Francisco, California 94104  
**(415) 626-3939**

Federal Identification Number: 34-0319085

July 13, 2009

627967-605004

Invoice: 32153073

Plant Insulation Company  
Mr. David J. Gordon  
The Flintkote Company  
Two Embarcadero Center, Suite 410  
San Francisco, CA 94111

For legal services rendered for the period through May 31, 2009:

Case Administration	USD	34,365.00
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<b>TOTAL</b>	<b>USD</b>	<b><u>34,365.00</u></b>
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Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America  
San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605004

Case Administration

Page 2  
July 13, 2009  
Invoice: 32153073

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	4.90	775.00	3,797.50
T S KELLER	7.40	750.00	5,550.00
ASSOCIATE			
Z N BUGAIGHIS	11.90	325.00	3,867.50
M H CORREA	26.70	525.00	14,017.50
N RODRIGUEZ	6.40	500.00	3,200.00
PARALEGAL			
N BREEN	3.50	275.00	962.50
L BURNS	10.80	275.00	2,970.00
	<hr/>		<hr/>
<b>TOTAL</b>	<b>71.60</b>	<b>USD</b>	<b>34,365.00</b>

# JONES DAY

627967-605004

Page 3

July 13, 2009

Case Administration

Invoice: 32153073

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/20/09	P J BENVENUTTI	4.00
Prepare, review and revise petition, creditor matrix, other case-filing papers, and confer with colleagues re same (1.0); numerous e-mails re same (.50); confer and telephone with Mr. Gordon re same (.50); telephone and e-mails with informal committee counsel re list of largest unsecured claims, filing status (1.20); telephone with counsel for informal committee, UST representatives re anticipated filing, informal committee (.80).		
05/20/09	Z N BUGAIGHIS	11.20
Meeting with T. Keller and other lawyers for Plant to plan and prepare for filing (1.00); prepare creditor matrix and proof of service list for filing (1.70); revise other pleadings to file(1.00); finalize Schedule 1 and 2 (.30); e-file pleadings, prepare courtesy copies for chambers and serve filed pleadings via e-mail and fax (7.20).		
05/20/09	L BURNS	8.00
Assist M. Correa, Z. Busaighis, and G. Moody with filing and serving petition, applications to employ and supporting declarations.		
05/20/09	M H CORREA	15.00
Finalize and file and serve petition, first day pleadings and notices.		
05/20/09	T S KELLER	1.40
Various pre-filing meetings and review of papers, including numerous meetings with D. Gordon, M. Correa, and P. Benvenutti (1.40).		
05/20/09	T S KELLER	2.10
All hands meeting with team regarding imminent filing and anticipated tasks and deadlines (1.10); call with ad hoc committee and putative futures representative (1.0).		
05/20/09	N RODRIGUEZ	1.00
Attend meeting regarding filing of bankruptcy and next steps (1.0).		
05/21/09	P J BENVENUTTI	0.20
E-mails with UST re arrange meeting re case overview (.20).		
05/21/09	L BURNS	2.80
Assist G. Moody and L. Evans with assembling chambers copies for M. Correa to take to court this morning.		
05/21/09	M H CORREA	9.00
Prepare for and attend emergency hearing on first day motions (8.0); draft orders re same (1.0).		
05/21/09	T S KELLER	3.60
Prepare for (with P. Benvenutti and solo) hearing on first day motions (1.40); attend first day hearings (1.70); follow up meeting with Plant team regarding open items and matters (0.30); skim proposed forms of order from hearing (.20).		
05/21/09	N RODRIGUEZ	1.20
Plan and prepare for filings by insurers by identifying likely motions to be filed over next month (1.20).		
05/22/09	P J BENVENUTTI	0.20
E-mails re internal website, status of filing pleadings (.10); review e-mail, letter from UST re appointment of committee (.10).		



# JONES DAY

627967-605004

Page 4

July 13, 2009

Case Administration

Invoice: 32153073

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/22/09	N RODRIGUEZ	2.50
	Update Caselink website with pleadings filed to date (1.90); update calendar re hearings and deadlines (0.60).	
05/26/09	Z N BUGAIGHIS	0.70
	Attend meeting regarding electronic filing and billing (.5); begin process to apply to be admitted to bankruptcy court (.20).	
05/26/09	M H CORREA	1.40
	Team conference re billing, Caselink, administrative case management matters (1.2); correspondence with P. Benvenuti re case administration (0.2).	
05/26/09	N RODRIGUEZ	0.80
	Attend meeting regarding time entries and CaseLink administration (0.80).	
05/27/09	N BREEN	0.50
	Plan, prepare, record and file transcription of voice mail messages from counsel as per P. Benvenuti.	
05/27/09	M H CORREA	1.30
	Review and revise motion to limit notice, notice and proposed order.	
05/27/09	T S KELLER	0.30
	Emails, calls with staff regarding timekeeping and compliance with UST guidelines.	
05/27/09	N RODRIGUEZ	0.90
	Upload recent filings into CaseLink website (0.30); attend meeting regarding possible hearing on Friday, May 29 relating to retention of estate professionals and relief from stay (0.60).	
05/28/09	P J BENVENUTTI	0.10
	E-mails with client re response to press inquiries.	
05/28/09	N BREEN	0.50
	Meeting with N. Rodriguez regarding status and administrative duties / CaseLink.	
05/29/09	N BREEN	2.50
	Upload multiple daily filings from US Northern District Bankruptcy Court / Pacer to Caselink database.	
05/31/09	P J BENVENUTTI	0.40
	E-mails re committee's suggested need for special insurance coverage counsel, possible alternatives(.30); review e-mails re preparation of various retention order, order on relief from stay re coverage litigation (.10).	
<b>TOTAL</b>		<b>71.60</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 13, 2009

627967-605005

Invoice: 32126689

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through May 31, 2009:

Relief From Stay/Adequate Protection Proceedings

USD 24,400.00

**TOTAL**

**USD 24,400.00**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.

121000358

Swift Code

BOFAUS6S

Account No.

00334-30671

Account Name

Jones Day

# JONES DAY

627967-605005

Page 2

July 13, 2009

Relief From Stay/Adequate Protection Proceedings

Invoice: 32126689

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	15.20	775.00	11,780.00
T S KELLER	8.60	750.00	6,450.00
M H MYERS	1.00	700.00	700.00
ASSOCIATE			
M H CORREA	2.80	525.00	1,470.00
N RODRIGUEZ	8.00	500.00	4,000.00
<b>TOTAL</b>	<b>35.60</b>	<b>USD</b>	<b>24,400.00</b>

# JONES DAY

627967-605005

Page 3

July 13, 2009

Relief From Stay/Adequate Protection Proceedings

Invoice: 32126689

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/20/09	P J BENVENUTTI	8.00
Draft, review, revise and finalize motion to modify automatic stay re coverage litigation (.4.2); e-mails and telephone discussions with coverage counsel, Mr. Gordon, colleagues re same (.5.0); review and revise supporting declaration re same, and telephone with Mr. Miller re declaration (1.8); telephone with counsel for insurers re expected filing, client's position re effect on coverage litigation (.5); e-mail to interested parties re Chapter 11 filing (.6.0); arrange and conference call with coverage counsel, counsel for informal committee, Mr. Gordon, colleagues re motion to modify stay, creditors' position re same (.4.0).		
05/20/09	T S KELLER	2.10
Work on relief from stay motion, including research and drafting.		
05/20/09	N RODRIGUEZ	3.30
Revise emergency motion for relief from stay and Miller declaration in support thereof (3.30).		
05/21/09	P J BENVENUTTI	4.10
Prepare for hearing re motion to modify automatic stay re Phase 2 coverage trial, including conference with colleagues and client (.6.0); e-mails with coverage counsel, client re same, strategy (.4.0); review insurers' statement re motion (.1.0); attend hearing (1.8.0); post-hearing conference with colleagues and client (.2.0); review and revise order on stay relief motion, and confer with Ms. Correa re same (.3.0); e-mails with insurer counsel re complaints about form of order (.3.0); review Brayton stay relief motion, and e-mails re same (.2.0); e-mails to team re filing effort (.2.0).		
05/23/09	P J BENVENUTTI	0.30
E-mails with client, coverage counsel re plaintiffs' desire for broad stay relief re pending personal injury litigation, and strategy re same (.3.0).		
05/24/09	P J BENVENUTTI	0.20
E-mails with client, coverage counsel re plaintiffs' expressed intent to file stay relief motions, response to same.		
05/25/09	P J BENVENUTTI	0.20
Review e-mails, voicemails re position of claimants, insurers re possible stay relief for pending personal injury lawsuits.		
05/26/09	P J BENVENUTTI	1.50
Telephone with Mr. Gordon re position re relief from stay re pending personal injury actions (.1.0); e-mail re same, arranging call with coverage counsel (.2.0); conference call with coverage counsel, Messrs. Gordon and Keller re same (.3.0); review and comment on draft letter to insurer-retained defense counsel re automatic stay (.3.0); confer, e-mails with colleagues re hearing on Johnson stay relief motion (.1.0); review insurers' filing re same (.2.0); review draft of debtor's statement of position re same, and telephone with Ms. Correa, Mr. Gordon re same (.3.0).		
05/26/09	M H CORREA	1.60
Review Johnson's stay relief motion, declaration, insurers' opposition (0.5); confer with Messrs. Benvenutti and Keller re same (0.2); draft statement of non opposition (0.3); prepare to file and serve same (0.3).		
05/26/09	T S KELLER	0.50
Review Brayton relief from stay motion and proposed response to same (0.30); confer with P. Benvenutti, M. Correa regarding same (0.20).		
05/26/09	M H MYERS	1.00
Conferences with Mr. Bower re approach to D&O coverage (0.3); review documents for same (0.5); conference re status of bankruptcy proceedings and approach to D&O coverage (0.2).		

# JONES DAY

627967-605005

Page 4

July 13, 2009

Relief From Stay/Adequate Protection Proceedings

Invoice: 32126689

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/27/09	M H CORREA	1.20
	Prepare for and attend telephonic hearing regarding Johnson's stay relief motion and coverage counsel issues (1.0); review and comment on proposed order (0.2).	
05/27/09	T S KELLER	0.90
	Attend Relief from Stay Hearing telephonically (0.50); telephone calls with D. Gordon before and after hearing to discuss (0.20); prepare for hearing (0.10); emails with M. Travis regarding impact of automatic stay and notice thereof (0.10).	
05/29/09	P J BENVENUTTI	0.70
	Review e-mails from insurers, other parties re filings re motion for stay relief (.30); e-mails with Ms. Rodriguez re developments, outcome (.20); telephone with Mr. Keller re same (.20).	
05/29/09	P J BENVENUTTI	0.20
	Review e-mails re motion for relief from stay re pending PI action.	
05/29/09	T S KELLER	4.40
	Numerous calls with D. Gordon, J. Raskin, J. Miller, and N. Rodriguez to prepare for hearing on relief from stay and related issues (0.80); attend hearing regarding same (3.20); follow up call, emails with D. Gordon, J. Miller, and P. Benvenuti (.40).	
05/29/09	N RODRIGUEZ	4.70
	Attend hearing on relief from stay (3.50); review opposition to relief from stay by proposed creditors' committee (1.20).	
05/31/09	T S KELLER	0.70
	Numerous emails from/to counsel regarding order on relief from stay (0.30); revise and recirculate revised draft regarding same (0.40).	
<b>TOTAL</b>		<b>35.60</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor  
San Francisco, California 94104  
**(415) 626-3939**

Federal Identification Number: 34-0319085

July 13, 2009

627967-605006

Invoice: 32126690

Plant Insulation Company  
1330 64th Street  
Emeryville, CA 94608

For legal services rendered for the period through May 31, 2009:

Fee/Employment Applications - Jones Day

USD 5,165.00

**TOTAL**

**USD 5,165.00**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America  
San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605006

Page 2

July 13, 2009

Fee/Employment Applications - Jones Day

Invoice: 32126690

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	0.70	775.00	542.50
T S KELLER	4.20	750.00	3,150.00
ASSOCIATE			
Z N BUGAIGHIS	0.30	325.00	97.50
PARALEGAL			
L BURNS	<u>5.00</u>	<u>275.00</u>	<u>1,375.00</u>
<b>TOTAL</b>	<b>10.20</b>	<b>USD</b>	<b>5,165.00</b>

# JONES DAY

627967-605006

Page 3

July 13, 2009

Fee/Employment Applications - Jones Day

Invoice: 32126690

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/21/09	T S KELLER	2.60
	Work on Jones Day retention application and revision thereto (2.40); confer with P. Benvenuti re same (0.20).	
05/22/09	Z N BUGAIGHIS	0.30
	Update Schedule 1 in P. Benvenuti's Declaration in support of Debtor's Application to Employ Jones Day.	
05/22/09	L BURNS	5.00
	Assist M. Correa and G. Moody with filing applications to employ and supporting declarations.	
05/22/09	T S KELLER	1.60
	Review, revise, and finalize Jones Day retention application.	
05/26/09	P J BENVENUTTI	0.50
	Review, respond to e-mail re notice period for employment applications (.10); e-mails with colleagues re establishing billing categories (.10); review numerous e-mails re forms of retention orders (.30).	
05/30/09	P J BENVENUTTI	0.20
	E-mails with colleagues re possible issues re retention of coverage counsel and Jones Day, and approach to same.	
<b>TOTAL</b>		<b>10.20</b>



IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 13, 2009

627967-605007

Invoice: 32126691

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through May 31, 2009:

Fee/Employment Applications - Other  
Professionals

USD 28,447.50

**TOTAL**

**USD 28,447.50**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605007

Page 2

July 13, 2009

Fee/Employment Applications - Other

Invoice: 32126691

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	8.00	775.00	6,200.00
T S KELLER	11.00	750.00	8,250.00
ASSOCIATE			
Z N BUGAIGHIS	13.10	325.00	4,257.50
M H CORREA	13.10	525.00	6,877.50
N RODRIGUEZ	3.80	500.00	1,900.00
PARALEGAL			
L BURNS	3.00	275.00	825.00
M B STONE	0.50	275.00	137.50
<b>TOTAL</b>	<b>52.50</b>	<b>USD</b>	<b>28,447.50</b>

# JONES DAY

627967-605007

Page 3

July 13, 2009

Fee/Employment Applications - Other

Invoice: 32126691

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/21/09	P J BENVENUTTI Confer with client, Mr. Keller and Ms. Correa re preparation of retention applications for SMO, MLB and Jones Day (.30); review and revise order re scheduling of applications, objections and hearing, and confer with Ms. Correa re same (.30); telephone and e-mails with Messrs. Miller and Raskin re SMO and MLB retention applications (.50); review Raskin declaration (.30); review and revise draft Jones Day retention application and supporting Benvenuti declaration, and confer with and e-mails to Mr. Keller re same (1.00); e-mails, confer with Ms. Correa re SMO and MLB retention applications (.20); e-mails with Mr. Gordon, Ms. Correa re SMO retention agreement (.10).	2.70
05/21/09	Z N BUGAIGHIS Revise applications to employ SMO and MLB and declarations and proposed orders (1.70); e-file pleadings, prepare courtesy copies for chambers and serve filed pleadings via e-mail and fax (2.80).	4.50
05/21/09	M H CORREA Draft retention papers for Snyder Miller and Morgan Lewis.	1.00
05/22/09	P J BENVENUTTI Telephone with Mr. Miller re application for employment, disclosures (.20); e-mails with Mr. Miller, Ms. Correa re same (.10).	0.30
05/22/09	Z N BUGAIGHIS Revise declaration of J. Raskin and application to retain MLB.	2.70
05/22/09	M H CORREA Review and revise SMO and Morgan Lewis retention applications, declarations and draft notice of hearing (7.4); including multiple correspondence and telephone calls with professionals and D. Gordon re same (2.8).	10.20
05/22/09	T S KELLER Review drafts of applications for Snyder Miller, Morgan Lewis, and associated declarations regarding same (0.80); calls, emails, and conferences with J. Raskin, J. Miller, D. Gordon, and M. Correa regarding same (0.30).	1.10
05/22/09	N RODRIGUEZ Review and revise applications to retain estate professionals (1.60).	1.60
05/22/09	M B STONE Review prior Snyder Miller pleadings and e-mail results to Correa (0.4); conference re same (0.1).	0.50
05/24/09	P J BENVENUTTI E-mails with coverage counsel re Ahrens deposition (.10); e-mails with coverage counsel re communications with defense counsel (.10); review e-mails with insurers' counsel re Ahrens deposition in coverage case, possible further discovery, and e-mails with coverage counsel, colleagues re implications (.30).	0.50
05/25/09	P J BENVENUTTI Review, forward e-mails re Ahrens deposition, and arrange for printing of rough transcript.	0.40
05/26/09	P J BENVENUTTI E-mails, numerous telephone discussions and conference calls with Mr. Gordon, coverage lawyers, Mr. Keller re developments in coverage trial, Judge Munter's requirements for resuming trial, possible stipulated order re retention of coverage counsel (1.40); conference call with same, counsel for insurers re same (.40); review and comment on proposed form of order (.20); telephone with Mr. Ahrens re developments re same (.20); e-mail to colleagues re same, coordination re possible hearing (.10).	2.30

# JONES DAY

627967-605007

Page 4

July 13, 2009

Fee/Employment Applications - Other

Invoice: 32126691

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/26/09	Z N BUGAIGHIS	0.50
	Research regarding motion to employ ordinary course professionals.	
05/26/09	M H CORREA	1.00
	Draft Bachecki retention papers (0.8); correspondence with K. Lam re same (0.20).	
05/26/09	T S KELLER	3.40
	Conference calls (3x) with P. Benvenuti, J. Miller, D. Gordon, J. Raskin, and S. Snyder regarding retention of SMO and MLB to conduct Phase II trial (2.60); mark up and circulate proposed form of order from and to insurers (0.50); emails to insurers, client, SMO and MLB regarding same (0.30).	
05/27/09	P J BENVENUTTI	0.90
	E-mails with coverage counsel, Mr. Gordon re response to insurers' proposed form of order re MLB and SMO retention (.30); review e-mails re negotiations with insurers' counsel re resolution of open issues re form of order (.30); e-mail to colleagues re response to insurers' request for authority re role of estate, and review e-mails re same (.20); telephone with Mr. Keller re status re same (.10).	
05/27/09	L BURNS	3.00
	Assist M. Correa and G. Moody with Application to employ Crom filing (2); compile and serve chambers copy (1).	
05/27/09	M H CORREA	0.90
	Finalize accountant's retention papers and notice (0.5); review correspondence re expedited order, stipulation re SMO and MLB (0.4).	
05/27/09	T S KELLER	3.50
	Numerous emails regarding form of retention order for Phase II counsel and negotiations relating to same with J. Raskin, D. Gordon, P. Benvenuti, J. Miller, and S. Snyder (1.30); calls with D. Gordon et al. regarding same (0.60); further revise form of order (0.40); call with insurers regarding forms of order (1.20).	
05/28/09	P J BENVENUTTI	0.20
	E-mails with colleagues re FCR issues re terms of coverage counsel retention agreements.	
05/28/09	Z N BUGAIGHIS	2.60
	Research regarding Plant's application to employ professionals in the ordinary course (.40); draft summary for M. Correa on requirements for ordinary course professionals declarations (.30); draft and edit application to employ, declaration, and proposed order (1.90).	
05/28/09	T S KELLER	1.90
	Calls and emails with D. Gordon, J. Raskin, J. Miller, and G. Fergus regarding terms of retention, both before and after call with insurers (0.70); call with insurers regarding same (0.80); draft email regarding new proposal and draft order on same (0.40).	
05/29/09	P J BENVENUTTI	0.40
	E-mails with colleagues, coverage counsel, client re negotiations with insurers, committee re possible resolution of issues re retention of coverage counsel, resumption of coverage litigation.	
05/29/09	Z N BUGAIGHIS	2.80
	Research regarding Plant's application to employ professionals in the ordinary course (1.40); draft and edit application to employ, declaration, and proposed order (1.40).	
05/29/09	T S KELLER	1.10
	Circulate form of order on retentions and review draft of same from insurers (0.30); numerous emails with J. Miller, J. Raskin, and D. Gordon regarding same (0.50); prepare for hearing on retention orders (0.30).	
05/29/09	N RODRIGUEZ	2.20
	Communications relating to proposed form of order for retention of special litigation counsel (2.20).	

# JONES DAY

627967-605007

Page 5

July 13, 2009

Fee/Employment Applications - Other

Invoice: 32126691

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/30/09	P J BENVENUTTI	0.30
E-mails with client, Mr. Keller re developments re coverage litigation, retention of coverage counsel.		
<b>TOTAL</b>		<b>52.50</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 13, 2009

627967-605009

Invoice: 32126692

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through May 31, 2009:

Asset Analysis and Recovery

USD 852.50

**TOTAL**

**USD 852.50**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605009

Asset Analysis and Recovery

Page 2  
July 13, 2009  
Invoice: 32126692

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	<u>1.10</u>	775.00	<u>852.50</u>
<b>TOTAL</b>	<b>1.10</b>	<b>USD</b>	<b>852.50</b>

# JONES DAY

627967-605009

Page 3

July 13, 2009

Asset Analysis and Recovery

Invoice: 32126692

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/21/09	P J BENVENUTTI Confer with Mr. Gordon, telephone with Mr. Gordon and counsel for Fibreboard FCR re developments, approach re possible resolution of claims vs. Fibreboard Trust.	0.50
05/23/09	P J BENVENUTTI Review and respond to e-mails re communications with insurer-provided defense counsel (.30); review response from coverage counsel (.10) review e-mails re preliminary settlement discussions with insurers (.10).	0.50
05/31/09	P J BENVENUTTI E-mail from Mr. Gordon, coverage counsel re meeting with insurer counsel re possible settlement.	0.10
<b>TOTAL</b>		<b>1.10</b>



IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor  
San Francisco, California 94104  
**(415) 626-3939**

Federal Identification Number: 34-0319085

July 13, 2009

627967-605011

Invoice: 32126693

Plant Insulation Company  
1330 64th Street  
Emeryville, CA 94608

For legal services rendered for the period through May 31, 2009:

Business Operations

USD 600.00

**TOTAL**

**USD 600.00**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America  
San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605011

Business Operations

Page 2  
July 13, 2009  
Invoice: 32126693

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
L D BLUM	<u>1.00</u>	600.00	<u>600.00</u>
<b>TOTAL</b>	<b>1.00</b>	<b>USD</b>	<b>600.00</b>

# JONES DAY

627967-605011

Page 3

July 13, 2009

Business Operations

Invoice: 32126693

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/20/09	L D BLUM	1.00
	Discuss filing of bankruptcy petition with M. Correa and related corporate matters (0.2); draft board minutes and waiver of notice of special meeting of the board re filing of bankruptcy petition (.60); follow up with D. Gordon re same (.2).	
<b>TOTAL</b>		<b>1.00</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 13, 2009

627967-605016

Invoice: 32126694

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through May 31, 2009:

Claims Administration and Objections

USD 155.00

**TOTAL**

**USD 155.00**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605016

Claims Administration and Objections

Page 2  
July 13, 2009  
Invoice: 32126694

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	<u>0.20</u>	775.00	<u>155.00</u>
<b>TOTAL</b>	<b>0.20</b>	<b>USD</b>	<b>155.00</b>

# JONES DAY

627967-605016

Page 3

July 13, 2009

Claims Administration and Objections

Invoice: 32126694

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/21/09	P J BENVENUTTI E-mail from Mr. Travis, e-mail to same, coverage counsel, colleagues and client re handling of new and pending personal injury claims.	0.20
<b>TOTAL</b>		<b>0.20</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 13, 2009

627967-605018

Invoice: 32126695

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through May 31, 2009:

Insurance Issues/Litigation

USD 2,712.50

**TOTAL**

**USD 2,712.50**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

**Bank of America**

**San Francisco, California**

Bank ABA No.

121000358

Swift Code

BOFAUS6S

Account No.

00334-30671

Account Name

Jones Day

# JONES DAY

627967-605018

Insurance Issues/Litigation

Page 2  
July 13, 2009  
Invoice: 32126695

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
S HANSON	3.00	700.00	2,100.00
M H MYERS	0.50	700.00	350.00
ASSOCIATE			
M H CORREA	<u>0.50</u>	525.00	<u>262.50</u>
<b>TOTAL</b>	<b>4.00</b>	<b>USD</b>	<b>2,712.50</b>



# JONES DAY

627967-605018

Page 3

July 13, 2009

Insurance Issues/Litigation

Invoice: 32126695

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
05/20/09	S HANSON	1.80
	Attend meeting re filing (1.1); review correlate motions from Thorpe with respect to defense of insurer motion on retention and to dismiss or stay (0.7).	
05/20/09	M H MYERS	0.50
	Conference with Mr. Bower re D&O coverage going forward.	
05/26/09	S HANSON	0.80
	Review Ahrens transcript and advice to N. Rodriguez regarding anticipate motion practice.	
05/27/09	M H CORREA	0.50
	Correspondence re coverage litigation and related issues.	
05/28/09	S HANSON	0.40
	Advice to N. Rodriguez re hearing on motions on Friday for relief from stay and for retention.	
<b>TOTAL</b>		<b>4.00</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 13, 2009

627967-605001

Invoice: 32153072

Plant Insulation Company  
Mr. David J. Gordon  
The Flintkote Company  
Two Embarcadero Center, Suite 410  
San Francisco, CA 94111

For legal services rendered for the period through May 31, 2009:

Chapter 11 Reorganization Petition and Advice	USD	0.00
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**DISBURSEMENTS & CHARGES**

Courier Services	210.37	
Court Costs	1,039.00	
Document Reproduction Charges	323.60	
Long Distance	7.20	
Parking Validation Charges	102.00	
Postage Charges	4.95	
		<u>1,687.12</u>
<b>TOTAL</b>	<b>USD</b>	<b><u>1,687.12</u></b>

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605002

Invoice: 32130037

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through June 30, 2009:

Meetings of and Communications with Creditors

USD 1,472.50

**TOTAL**

**USD 1,472.50**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605002

Page 2

July 24, 2009

Meetings of and Communications with Creditors

Invoice: 32130037

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	<u>1.90</u>	775.00	<u>1,472.50</u>
<b>TOTAL</b>	<b>1.90</b>	<b>USD</b>	<b>1,472.50</b>

# JONES DAY

627967-605002

Page 3

July 24, 2009

Meetings of and Communications with Creditors

Invoice: 32130037

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/08/09	P J BENVENUTTI	0.40
	Telephone with proposed counsel for committee re conference call re Gregory and Travis agreements (.10); e-mail to counsel for FCR and committee re conference call (.10); telephone with Mr. Gordon, e-mails with coverage counsel re coordination re call (.20).	
06/09/09	P J BENVENUTTI	1.50
	E-mail to paralegal, confer with secretary re arrange for copies of Gregory and Travis agreements (.10); confer with Mr. Gordon, telephone with coverage counsel re same; preparationfor call with FCR and committee re same (.50); conference call with FCR and counsel, committee counsel re same (.90).	
<b>TOTAL</b>		<b>1.90</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor  
San Francisco, California 94104  
**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605003

Invoice: 32130038

Plant Insulation Company  
1330 64th Street  
Emeryville, CA 94608

For legal services rendered for the period through June 30, 2009:

Asset Disposition	USD	750.00
<b>TOTAL</b>	<b>USD</b>	<b><u>750.00</u></b>

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America  
San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605003

Page 2

July 24, 2009

Asset Disposition

Invoice: 32130038

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
L D BLUM	0.50	600.00	300.00
ASSOCIATE			
J R SCHENDEL	<u>0.90</u>	500.00	<u>450.00</u>
<b>TOTAL</b>	<b>1.40</b>	<b>USD</b>	<b>750.00</b>

# JONES DAY

627967-605003

Asset Disposition

Page 3

July 24, 2009

Invoice: 32130038

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/09/09	J R SCHENDEL	0.70
	Gather employment-related diligence materials; correspondence with L. Blum re same.	
06/10/09	L D BLUM	0.50
	Draft form of nondisclosure agreement for potential transaction with Bayside.	
06/10/09	J R SCHENDEL	0.20
	Attention to NDA.	
<b>TOTAL</b>		<b>1.40</b>



IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605004

Invoice: 32153160

Plant Insulation Company  
Mr. David J. Gordon  
The Flintkote Company  
Two Embarcadero Center, Suite 410  
San Francisco, CA 94111

For legal services rendered for the period through June 30, 2009:

Case Administration	USD	70,105.00
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<b>TOTAL</b>	<b>USD</b>	<b><u>70,105.00</u></b>
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Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605004

Case Administration

Page 2

July 24, 2009

Invoice: 32153160

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	16.20	775.00	12,555.00
L D BLUM	0.30	600.00	180.00
T S KELLER	2.90	750.00	2,175.00
ASSOCIATE			
Z N BUGAIGHIS	18.50	325.00	6,012.50
M H CORREA	52.70	525.00	27,667.50
N RODRIGUEZ	5.10	500.00	2,550.00
R SHAH	0.80	325.00	260.00
PARALEGAL			
N BREEN	44.30	275.00	12,182.50
L BURNS	7.50	275.00	2,062.50
M B STONE	3.40	275.00	935.00
PROJECT ASST			
B MOSSADEGH	23.50	150.00	3,525.00
<b>TOTAL</b>	<b>175.20</b>	<b>USD</b>	<b>70,105.00</b>

# JONES DAY

627967-605004

Case Administration

Page 3  
July 24, 2009  
Invoice: 32153160

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/01/09	N BREEN	2.50
	Update Caselink database with multiple new filings regarding automatic stay hearing.	
06/01/09	T S KELLER	0.20
	Confer with M. Correa regarding management of open issues.	
06/01/09	M B STONE	0.50
	Review relevant bankruptcy cases re overlong responses and e-mail exemplars to Correa.	
06/02/09	P J BENVENUTTI	0.50
	E-mails, confer with Ms. Correa re notice of filing and bar date (.30); confer and e-mails with Ms. Correa, e-mail from client re request to extend deadline for filing schedules and SOFA (.20).	
06/02/09	N BREEN	1.00
	Update Caselink database with filings (.50); meeting re calendaring procedures and calendaring of exclusivity periods as per M. Correa (.50).	
06/02/09	Z N BUGAIGHIS	0.40
	Plan for Plant Schedules and statements of financial affairs (0.10); plan and prepare for Plant Claims Agent Motion (0.30).	
06/02/09	M H CORREA	5.30
	Conference with T. Keller re case administration (0.8); conference with N. Rodriguez re same (0.5); telephone with L. Lucero re bankruptcy notices (0.3); review and revise motion to limit notice (0.5); initiate task memo (3.2).	
06/02/09	M H CORREA	1.50
	Draft motion to extend deadline to file schedules and statements.	
06/02/09	M H CORREA	0.70
	Draft motion to appoint claims agent (0.5); correspondence with Z. Bugaghis re same (0.2).	
06/02/09	T S KELLER	1.30
	Confer with M. Correa (0.60), N. Rodriguez (0.20), and P. Benvenuti (0.20) regarding case administration and staffing; review notice motion and related pleadings (0.20) and brief conference with M. Correa regarding same (0.10).	
06/02/09	N RODRIGUEZ	1.00
	Attend meeting with T. Keller regarding case administration (0.20); attend meeting with M. Correa regarding case administration (0.20); schedule case administrative meeting for bankruptcy teams (0.60).	
06/03/09	P J BENVENUTTI	3.00
	E-mails with coverage counsel, Mr. Gordon, colleagues re FCR's objection to Travis and Gregory agreements (.30); review e-mail, letter from FCR counsel re same (.10); confer with Mr. Gordon re response (.30); telephone with Mr. Fergus re same (.20); e-mails with paralegal, associate re standing order for hearing transcripts (.20); review and revise draft notice of hearings re limiting notice, claims bar date (.40); confer with Ms. Correa re same (.10); further revision of draft notice (1.20); e-mails re motion for extension of time to file schedules and SOFA (.20).	
06/03/09	N BREEN	2.00
	Upload new filings onto Caselink database and edit/revise re same (2.00).	
06/03/09	Z N BUGAIGHIS	2.60
	Draft and revise Application of Debtor for an Order under 28 U.S.C. § 156(c) Authorizing the Retention of the BMC Group, Inc. as Noticing, Claims, Balloting and Administrative Agent.	

# JONES DAY

627967-605004

Page 4

July 24, 2009

Case Administration

Invoice: 32153160

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/03/09	L BURNS	3.00
	Contacted court reporter to order recent transcripts and set up standing order on this matter per P. Benvenuti's request (.8); assist M. Correa with filing of Application for Order Extending Deadline to File Schedules and Statements of Financial Affairs (2.2).	
06/03/09	M H CORREA	8.30
	Prepare case management memo, including deadlines, motion status (3.3); telephone with G. Hom re status conference (2x) (0.3); correspondence with L. Lucero re noticing to creditors (0.5); draft motion, declaration and order re extending deadline to file schedules and SOFAs (2.3); draft notice of claims bar date motion and limited notice (1.9).	
06/03/09	T S KELLER	0.30
	Review and revise draft motion regarding extension of time to file SOFA/Schedules.	
06/04/09	P J BENVENUTTI	1.30
	Review task list (.10); team meeting re same, case administration matters, overview of case developments and strategy (.70); e-mail and voicemail to, telephone with Mr. Gordon re arranging meeting with FCR re Gregory and Travis employment agreements (.10); telephone with Mr. Fergus re same (.10); confer with Ms. Correa re notice of motion re claims bar date, possible status conference (.20); confer with Mr. Keller re case management and staffing (.10).	
06/04/09	N BREEN	5.00
	Update Caselink calendar after consultation with M. Correa (2.50); meeting regarding status of case (.50); upload new filings onto Caselink database (1.50); research Carlson calendar from US Bankruptcy website (.50).	
06/04/09	Z N BUGAIGHIS	1.00
	Attend Plant meeting regarding billing procedures and case management regarding outstanding items and allocation of responsibilities.	
06/04/09	Z N BUGAIGHIS	0.20
	Draft proposed order to limit notice.	
06/04/09	L BURNS	1.00
	Respond to P. Benvenuti's email forwarding new matter conflicts (2); Contact Joneita Hammonds for transcript estimate and follow-up with Elizabeth Lucero and Jane Galvani for transcript request process going forward (.5); complete transcript request form and deliver to court with check for hearing transcript (.5). (2 hours @ no charge)	
06/04/09	M H CORREA	1.30
	Review and revise motion for claims bar date.	
06/04/09	M H CORREA	2.70
	Prepare for and attend case management meeting (1.5); follow up re same, calendaring (0.7); confer with L. Burns re service lists, orders (0.5).	
06/04/09	T S KELLER	1.10
	Review and mark up WIP memorandum (0.30); confer with M. Correa regarding same (0.20); attend "all-hands" meeting regarding matter status and assignments (0.50); brief follow up with P. Benvenuti regarding same (0.10).	
06/04/09	N RODRIGUEZ	1.00
	Attend Case Administration meeting regarding upcoming deadlines and motions that need to be filed (1.0).	
06/04/09	R SHAH	0.80
	Participate in case administration conference call.	

# JONES DAY

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July 24, 2009

Case Administration

Invoice: 32153160

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/05/09	P J BENVENUTTI Telephone with Mr. Gordon re Gregory and Travis retention (.10); review e-mails re same (.10); telephone with counsel for committee re same (.10); confer with Ms. Correa re same (.10); telephone with FCR counsel re arrange conference call re same (.10); e-mails with counsel for target, Mr. Gordon re arrange meeting (.20); e-mails, confer with Ms. Correa re scheduling status conference, and review and revise notice re same (.30); telephone with possible co-counsel for committee (.20); confer with paralegal, e-mails re standing order for hearing transcripts (.20).	1.40
06/05/09	N BREEN Upload new filings onto Caselink database (.40); prepare binder set of pleading for attorney use (.60).	1.00
06/05/09	Z N BUGAIGHIS Review Plant billing memorandum and adjust time according to billing guidelines.	0.30
06/05/09	L BURNS Request check and deliver with transcript request form to court while serving chambers' copies on Judge Carlson from filing (1); emails and telephone calls with Elizabeth Lucero and Jane Galvani regarding ordering hearing transcripts for 5/21/09 hearings and any additional missed transcripts (1).	2.00
06/05/09	M H CORREA Telephone with G. Hom re hearing scheduling (0.1); provide notice of case administration status conference (0.3).	0.40
06/05/09	M H CORREA Draft claims bar date motion.	1.10
06/05/09	M B STONE Review and respond to e-mails re transcript protocols.	0.30
06/06/09	P J BENVENUTTI E-mail to Mr. Gordon re discussions with counsel for committee and FCR re arrange conference call re Gregory and Travis agreements (.10); e-mails with coverage counsel re same, objective and participation (.20); e-mail to Mr. Gordon re insurers' objection to scheduling and notice of status conference (.20).	0.50
06/06/09	P J BENVENUTTI Review e-mails re developments in coverage litigation, PI verdict (Johnson).	0.10
06/08/09	P J BENVENUTTI Review and revise draft motion to limit notice (.60); review and revise draft motion to set early claims bar date (.80); confer with Ms. Correa re motions, status conference, hearing dates (.30); attend hearing/status conference re motions re limiting notice and claims bar date (.60); telephone with Mr. Gordon re same, preparation and filing of motions (.10); telephone and e-mails with UST re reschedule initial debtor interview, and confer with Ms. Correa re same (.30); review and revise proposed notice to include in court's master notice re case filing (.80); review e-mails re Gregory and Travis activities (.20).	3.70
06/08/09	N BREEN Update document management system Case Link with recent court filings(.80); update Caselink calendar (.20).	1.00
06/08/09	L BURNS Work on service list (.9); contact Elizabeth Lucero regarding voicemail about service list (.1).	1.00
06/08/09	M H CORREA Prepare for status conference (0.5); review and revise motion to limit notice (0.6).	1.10

# JONES DAY

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July 24, 2009

Case Administration

Invoice: 32153160

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/08/09	N RODRIGUEZ	0.40
Calendar hearing, objection and reply dates for motion setting bar date (0.20); update CaseLink information with contact information for U.S. Trustee's office and meeting dates (0.20).		
06/09/09	P J BENVENUTTI	1.10
E-mails, confer with Ms. Blum re compile historical agreements and documents re Gregory and Travis services and compensation (.20); e-mail with paralegal re motions to limit notice and impose bar date (.10); review and revise court's notice re case filing, and confer with Ms. Correa re same (.40); final review of motion to limit notice, and confer with Ms. Correa (.40).		
06/09/09	L BURNS	0.50
Follow-up with G. Moody regarding corrected order upload for Judge Carlson (.2); process May 29 hearing transcript from Susan Palmer (.3)		
06/09/09	M H CORREA	2.10
Review and revise motion to limit notice, electronic filing procedures, exhibits.		
06/09/09	M H CORREA	0.30
Review and revise court notice re bar dates, bankruptcy filing, 341 hearing, etc.		
06/09/09	N RODRIGUEZ	0.50
Update CaseLink website with recent filings and calendar important hearing and response dates.		
06/10/09	P J BENVENUTTI	2.00
E-mails with Ms. Correa re inclusion of co-defendants in schedules and SOFA (.10); review notice of 341 hearing, and e-mails with Mr. Gordon re same (.20); confer with Ms. Correa re final revisions to notice of filing case (.10); review and revise motion to limit notice, and confer with Ms. Correa re same (.80); confer with Ms. Correa re same (.30); e-mails with Mr. Gordon re motion to limit notice, coverage counsel review of same (.10); e-mails re scheduling of co-defendants, approach in other cases (.20); confer with Ms. Blum re assemble historical information re Gregory and Travis agreements (.20).		
06/10/09	N BREEN	3.00
Update document management system Case Link with daily court filings(2.00); update Caselink calendar including hearing dates and filing deadlines (1.00).		
06/10/09	M H CORREA	2.30
Correspondence re schedules and statements (0.3); review and revise motion to limit notice, declarations and exhibits for filing (2.0).		
06/10/09	N RODRIGUEZ	0.30
Update CaseLink website with recent filings and by calendaring important dates.		
06/10/09	M B STONE	0.80
Prepare RJN exemplar and e-mail to Correa (0.5); review docket and e-mail claims chart to Bugaighis (0.3).		
06/11/09	P J BENVENUTTI	0.40
E-mails re error in filing motions re limiting notice and bar date (.10); e-mails re completing schedules and SOFA (.10); review e-mails from colleagues, Messrs. Travis and Gregory re compilation of employment and other historical contracts, background info re same (.20).		
06/11/09	N BREEN	5.30
Update document management system Case Link with recent court filings(2.30); update Caselink calendar including review of Carlson calendar (1.00); review of local rules determining motion calendaring and meeting with M. Correa re same (1.20); set up procedure and tables re pleading binder for attorney (.80).		

# JONES DAY

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July 24, 2009

Case Administration

Invoice: 32153160

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/11/09	M H CORREA Confer with N. Breen re calendaring (0.5); prepare for and telephone with M. Travis re schedules and SOFAs (.9)	1.40
06/11/09	B MOSSADEGH Case administration - create, update, and maintain attorney pleading binder sets, including updating pleading index.	4.00
06/12/09	P J BENVENUTTI E-mails re historical documents re Gregory & Travis agreements, compensation (.20); confer with Ms. Correa re preparation of schedules and SOFA (.10); review e-mails from Mr. Travis re same (co-defendants) (.10).	0.40
06/12/09	N BREEN Update document management system Case Link with daily court filings(1.50); update Caselink calendar (.50).	2.00
06/12/09	Z N BUGAIGHIS Conference call with M. Travis and M. Correa regarding schedules and statement of financial affairs (0.40); plan and prepare for filing Schedule F (0.40); prepare all other schedules for completion and send to M. Travis (0.20); cite check Plant motion to approve Settlement Agreement (2.40).	3.40
06/12/09	M H CORREA Prepare for and telephone with M. Travis re schedules and SOFAs.	0.80
06/12/09	B MOSSADEGH Case administration - create, update, and maintain attorney pleading binder sets, including updating pleading index.	7.50
06/13/09	P J BENVENUTTI Review e-mails from Mr. Travis re information for SOFA.	0.10
06/14/09	P J BENVENUTTI Review e-mails from Mr. Travis transmitting attachments to SOFA.	0.20
06/15/09	P J BENVENUTTI Review e-mails from Mr. Travis re attachments to SOFA (.20); e-mails re UST request for direct communication with client (.10); confer with Ms. Correa re communications with other counsel (.10).	0.40
06/15/09	N BREEN Maintain document management and calendar database system / Caselink, including checking Carlson's weekly calendar, maintaining calendar, uploading daily filings and updating attorney pleading index, and notifying client of filing.	2.50
06/15/09	M H CORREA Review and revise schedules and statements.	1.50
06/15/09	M H CORREA Review UST letter re MORs and quarterly fees (0.1); correspondence with D. Gordon re same (0.1).	0.20
06/15/09	B MOSSADEGH Case administration - create, update, and maintain attorney pleading binder sets, including updating pleading index (1.50).	1.50
06/15/09	N RODRIGUEZ Respond to requests for papers by D. Gordon (0.20); update CaseLink with relevant hearing and due dates (0.80).	1.00



# JONES DAY

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July 24, 2009

Case Administration

Invoice: 32153160

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/16/09	P J BENVENUTTI Telephone with Mr. Gordon, Ms. Correa re meeting with UST, response to UST's request for direct contact with client (.10); e-mails re providing information to FCR and committee re Gregory and Travis agreements, background (.10).	0.20
06/16/09	N BREEN Maintain document management and calendar database system / Caselink, including maintaining calendar, uploading daily filings and updating attorney pleading index, and notifying client of filings (2.00); revise billing according to bankruptcy regulations as per M. Correa (3.50).	5.50
06/16/09	Z N BUGAIGHIS Review financial affairs statement and attachments in preparation for filing Plant's SOFA (0.70); meet and confer with M. Correa regarding outstanding questions for client related to Plant's SOFA (0.80).	1.50
06/16/09	M H CORREA Team meeting re case administration issues (1.0); follow up re same (0.3); review and revise statements and schedules (0.3); confer with EZ. Budging re same (0.5); telephone with McKenna re co-defendants (0.3).	2.40
06/16/09	N RODRIGUEZ Attend case administration meeting with M. Correa, N. Breen, A. Howard and G. Moody re respective case management responsibilities.	0.90
06/17/09	N BREEN Maintain document management and calendar database system / Caselink, including maintaining calendar, uploading daily filings and updating attorney pleading index, and notifying client of filing (2.50); uploading adversary case US Fire v. Sheppard 09-03112 onto Caselink (4.50).	7.00
06/17/09	Z N BUGAIGHIS Plan and prepare for creating Plant's Schedule F by working with EZ Filing and B. Stone to obtain proper formatting for the creditor matrix and insertion into EZ Filing.	0.20
06/17/09	M H CORREA Review and respond to UST guidelines letter.	0.30
06/17/09	M H CORREA Telephone with P. Cervantes re claims matrix and bar dates.	0.20
06/17/09	B MOSSADEGH Case administration - create, update, and maintain attorney pleading binder sets, including updating pleading index (0.50).	0.50
06/18/09	P J BENVENUTTI Confer with Ms. Correa re issues re schedules and SOFA (.30); telephone with Mr. Gordon, Ms. Correa re same (.10); e-mails re schedules (.20).	0.60
06/18/09	L D BLUM Discuss characterization of Plant Insulation Trust and disclosure issues re same with M. Correa.	0.30
06/18/09	N BREEN Maintain document management and calendar database system / Caselink, including maintaining calendar, uploading daily filings and updating attorney pleading index, and notifying client of filing.	1.00
06/18/09	Z N BUGAIGHIS Plan and prepare for creating Plant's Schedule F by working with EZ Filing and B. Stone to obtain proper formatting for the creditor matrix and insertion into EZ Filing (0.70); review requirements for filing schedules and obtain Schedule summary sheet and Schedule cover sheet in preparation for filing schedules (0.20).	0.90



# JONES DAY

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Case Administration

Invoice: 32153160

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/18/09	M H CORREA	2.40
	Confer with P. Benvenuti re schedules (0.3); correspondence with M. Travis re same (0.3); telephone with Z. Bugaighis re same (0.1); review and revise same (1.2); telephone with M. Travis re same (0.5).	
06/18/09	B MOSSADEGH	1.50
	Case administration - create, update, and maintain attorney pleading binder sets, including updating pleading index.	
06/18/09	M B STONE	1.80
	Review and edit creditor matrix.	
06/19/09	N BREEN	0.80
	Maintain document management and calendar database system / Caselink, including maintaining calendar, uploading daily filings and updating attorney pleading index, and notifying client of filings.	
06/19/09	Z N BUGAIGHIS	1.50
	Plan and prepare for creation of Schedule F and master list of co-defendants.	
06/19/09	M H CORREA	2.70
	Review and revise schedules and SOFAs.	
06/19/09	B MOSSADEGH	2.50
	Case administration - create, update, and maintain attorney pleading binder sets, including updating pleading index.	
06/21/09	P J BENVENUTTI	0.10
	Review e-mails re attachments to schedules and SOFA.	
06/22/09	N BREEN	1.10
	Maintain document management and calendar database system / Caselink, including checking Carlson's weekly calendar, maintaining calendar, uploading daily filings and updating attorney pleading index, and notifying client of filing.	
06/22/09	Z N BUGAIGHIS	6.50
	Review schedules and SOFA and attachments (0.30); meet and confer with M. Correa to discuss SOFA and attachments and contact client with revisions (0.60); create and revise Schedule F and master list of co-defendants (5.60).	
06/22/09	M H CORREA	4.10
	Review and revise schedules and SOFAs, including all exhibits.	
06/22/09	B MOSSADEGH	0.50
	Create, update, and maintain attorney pleading binder sets, including updating pleading index.	
06/23/09	P J BENVENUTTI	0.20
	Review e-mails re completion, filing of schedules and SOFA.	
06/23/09	M H CORREA	6.50
	Finalize and file schedules and SOFAs.	
06/23/09	B MOSSADEGH	1.50
	Create, update, and maintain attorney pleading binder sets, including updating pleading index.	
06/24/09	N BREEN	2.10
	Maintain document management and calendar database system / Caselink, including, maintaining calendar, uploading daily filings and updating attorney pleading index, and notifying client of filing.	

# JONES DAY

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July 24, 2009

Case Administration

Invoice: 32153160

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/24/09	M H CORREA	0.20
Telephone with C. Skubic re claims bar date motion and settlements.		
06/24/09	M H CORREA	1.60
Prepare amended schedules and SOFAs based on new information (1.3); correspondence with defense firms for additional settlements (0.3).		
06/25/09	N BREEN	0.50
Maintain document management and calendar database system / Caselink, maintaining calendar, uploading daily filings and updating attorney pleading index, and notifying client of filing.		
06/25/09	M H CORREA	0.70
Amend creditor matrix.		
06/25/09	B MOSSADEGH	1.50
Create, update, and maintain attorney pleading binder sets, including updating pleading index.		
06/26/09	N BREEN	0.50
Maintain document management and calendar database system / Caselink, maintaining calendar, uploading daily filings and updating attorney pleading index, and notifying client of filing.		
06/29/09	N BREEN	0.50
Maintain document management and calendar database system / Caselink, including checking Carlson's weekly calendar, maintaining calendar, uploading daily filings and updating attorney pleading index, and notifying client of filing.		
06/29/09	M H CORREA	0.60
Amend creditor matrix.		
06/29/09	B MOSSADEGH	2.50
Create, update, and maintain attorney pleading binder sets, including updating pleading index.		
<b>TOTAL</b>		<b>175.20</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605005

Invoice: 32130040

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through June 30, 2009:

Relief From Stay/Adequate Protection Proceedings

USD 17,055.00

**TOTAL**

**USD 17,055.00**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.

121000358

Swift Code

BOFAUS6S

Account No.

00334-30671

Account Name

Jones Day

# JONES DAY

627967-605005

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July 24, 2009

Relief From Stay/Adequate Protection Proceedings

Invoice: 32130040

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	8.80	775.00	6,820.00
T S KELLER	1.60	750.00	1,200.00
ASSOCIATE			
M H CORREA	13.40	525.00	7,035.00
N RODRIGUEZ	4.00	500.00	2,000.00
			<hr/>
<b>TOTAL</b>	<b>27.80</b>	<b>USD</b>	<b>17,055.00</b>

# JONES DAY

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July 24, 2009

Relief From Stay/Adequate Protection Proceedings

Invoice: 32130040

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/04/09	N RODRIGUEZ	0.90
	Prepare P. Benvenuti for telephonic hearing on Futures Representative's request for leave to seek intervention in state court coverage trial (0.90).	
06/10/09	P J BENVENUTTI	0.90
	Telephone with insurers' counsel (Plevin) re Collins stay relief motion, debtor's and insurers' position re same (.20); review stay relief motion (.30); e-mails with client, co-counsel re same, debtor's position (.40).	
06/10/09	T S KELLER	0.30
	Skim letter from Dean Hanley re request for relief from stay (0.20); brief memorandum to client, P. Benvenuti regarding same (0.10).	
06/11/09	P J BENVENUTTI	0.50
	Confer with insurers' counsel re source of appeal bond re Collins stay relief motion (.10); e-mails with colleagues, Mr. Gordon re same, debtor's response (.20); e-mails re insurers' opposition to Collins stay relief motion (.10); follow-up e-mails with Mr. Gordon, Ms. Correa re same, response (.10).	
06/11/09	M H CORREA	0.30
	Review McClain's stay relief motion (0.2); correspondence re position on same (0.1).	
06/11/09	T S KELLER	0.60
	Call, email with D. Gordon regarding Haley request for relief from stay (0.20); emails with M. Correa, P. Benvenuti, and D. Gordon regarding same and McClain request (0.10); skim R/S responses from insurers (0.30).	
06/12/09	P J BENVENUTTI	2.80
	Review insurers' responses/oppositions to Collins stay relief motion (.20); review Paul & Hanley correspondence re stay relief (.10); e-mail to client, coverage counsel, colleagues re same, strategy re response to plaintiffs' stay relief requests (.30); telephone with Mr. Gordon, colleagues re same (.40); confer with Ms. Correa re response to Collins stay relief motion (.10); follow-up e-mails with coverage counsel re position re automatic stay (.40); review and revise limited opposition to Collins stay relief motion (.70); e-mail to Ms. Correa, client, co-counsel re same (.10); telephone calls to claimant's counsel, committee counsel re same opposition, e-mails re same (.20); e-mails with Ms. Correa re finalizing and filing opposition (.10); review notices of filing re Paul & Hanley clients' stay relief motion (.10); e-mail to Ms. Correa re preliminary hearing re Collins motion (.10).	
06/12/09	M H CORREA	1.90
	Conference with P. Benvenuti and D. Gordon re stay matters (0.5); draft limited opposition re same (1.1); prepare to file and serve same (0.3).	
06/12/09	T S KELLER	0.50
	Prepare for and attend conference call regarding relief from stay matters.	
06/13/09	P J BENVENUTTI	0.10
	Review, respond to e-mail from coverage counsel re debtor's position re Collins stay relief motion.	
06/14/09	P J BENVENUTTI	0.10
	Review e-mails from client, coverage counsel re Collins stay relief motion, debtor's position re same.	
06/15/09	P J BENVENUTTI	0.50
	Review notice of hearing re Paul & Hanley stay relief motion, and e-mail to Ms. Correa re same (.10); review e-mail from Ms. Correa re Collins hearing, and e-mails with client re same, position re Paul & Hanley motion (.20); telephone with Mr. Gordon re same (.20).	

# JONES DAY

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Relief From Stay/Adequate Protection Proceedings

Invoice: 32130040

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/15/09	M H CORREA	3.40
	Prepare for, travel to and from and attend Collins stay relief hearing (1.7); telephone with E. Haas re same, next steps (0.2); correspondence with D. Gordon re hearing outcome (0.1); review Hanley stay relief motion and exhibits (0.5); research re stay issues (0.9).	
06/16/09	P J BENVENUTTI	0.20
	Telephone with Mr. Gordon, Ms. Correa re Collins stay relief hearing outcome, evaluation of same, approach to stay relief requests from other plaintiffs counsel.	
06/16/09	M H CORREA	0.40
	Prepare for and telephone with D. Gordon and P. Benvenutti re Hanley stay relief motion.	
06/17/09	P J BENVENUTTI	0.30
	Telephone with counsel for FCR re response to Paul & Hanley stay relief motion (.20); review e-mails re Collins stay relief order (.10).	
06/18/09	P J BENVENUTTI	0.40
	Confer with Ms. Correa, telephone with committee counsel re Paul & Hanley stay relief motion, response to same (.20); telephone with Mr. Gordon, Ms. Correa re same (.10); telephone with counsel for FCR re same (.10).	
06/18/09	M H CORREA	0.40
	Telephone with D. Gordon and P. Benvenutti re stay relief issues.	
06/19/09	P J BENVENUTTI	0.30
	Review e-mails with FCR counsel and Ms. Correa re coordinating response to Ariola stay relief motion.	
06/19/09	M H CORREA	2.70
	Telephone re scheduling (0.1); correspondence with G. Fergus re stay hearing (0.1); research re stay issues for insurance settlements (2.5).	
06/19/09	T S KELLER	0.20
	Confer with M. Correa regarding legal research on insurance and relief from stay issues.	
06/22/09	P J BENVENUTTI	0.10
	Review e-mails re approach to, withdrawal of Ariola motion for relief from stay.	
06/22/09	M H CORREA	2.70
	Research re stay issues for opposition (2.3); telephone with N. Rodriguez re same (0.2); correspondence with P. Benvenutti re same (0.2).	
06/22/09	N RODRIGUEZ	2.40
	Communicate with M. Correa relating to research needed for response to Motion for Relief from Automatic Stay filed by Ariola Claimants (0.50); research for response to Motion for Relief from Automatic Stay filed by Ariola Claimants (1.90).	
06/23/09	M H CORREA	0.10
	Correspondence with P. Hanley re stay relief motion.	
06/23/09	N RODRIGUEZ	0.70
	Research re liability insurance policies as property of the estate under section 541, for purposes of responses to relief from stay motions.	
06/24/09	P J BENVENUTTI	0.20
	Review Ariola notice of withdrawal of stay relief motion, e-mails re same, and e-mail to Ms. Correa re same.	

# JONES DAY

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July 24, 2009

Relief From Stay/Adequate Protection Proceedings

Invoice: 32130040

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/24/09	M H CORREA Correspondence re stay relief hearing.	0.10
06/26/09	P J BENVENUTTI Review e-mails re Kegley request for shortened notice re stay relief motion.	0.10
06/26/09	M H CORREA Review request for emergency stay relief (0.1); correspondence with D. Gordon and P. Benvenutti re same (0.1); telephone with D. Gordon (0.1); correspondence with M. Lee re same (0.1).	0.40
06/29/09	P J BENVENUTTI Telephone with insurers' counsel (Plevin) re Westbrook stay relief motion (.10); e-mail to client, coverage counsel re same, response (.20); review, respond to e-mails from client, coverage counsel re same (.20); e-mail to Mr. Gregory re same (.10); review Westbrook stay relief motion (.20).	0.80
06/29/09	M H CORREA Review Westbrook stay relief motion and related papers (0.2); correspondence re same (0.3).	0.50
06/30/09	P J BENVENUTTI Review e-mails with coverage counsel re Westbrook stay relief motion, recommendation re same (.10); review Westbrook stay relief motion (.30); telephone with Mr. Gordon re same, response (.30); e-mail to coverage counsel re same (.20); e-mail from Mr. Gregory re same (.10); telephone discussions with Mr. Fergus re same (.30); telephone with claimants' counsel, Mr. Fergus re same (.20); follow-up e-mails and telephone discussion with Mr. Gordon re same (.20).	1.50
06/30/09	M H CORREA Review correspondence re position on stay relief (0.1); draft statement of non-opposition to Westbrook motion (0.4).	0.50
<b>TOTAL</b>		<b>27.80</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605006

Invoice: 32130041

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through June 30, 2009:

Fee/Employment Applications - Jones Day

USD 5,755.00

**TOTAL**

**USD 5,755.00**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.

121000358

Swift Code

BOFAUS6S

Account No.

00334-30671

Account Name

Jones Day



# JONES DAY

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Fee/Employment Applications - Jones Day

Invoice: 32130041

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	1.50	775.00	1,162.50
ASSOCIATE			
Z N BUGAIGHIS	0.90	325.00	292.50
M H CORREA	3.70	525.00	1,942.50
R SHAH	7.00	325.00	2,275.00
PARALEGAL			
M B STONE	0.30	275.00	82.50
<b>TOTAL</b>	<b>13.40</b>	<b>USD</b>	<b>5,755.00</b>

# JONES DAY

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July 24, 2009

Fee/Employment Applications - Jones Day

Invoice: 32130041

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/02/09	R SHAH	1.00
	Read draft motion for interim fee procedures; conference call with M. Correa to discuss drafting assignment and case background.	
06/03/09	M B STONE	0.30
	Research and e-mail Correa exemplars re interim fee application orders and orders limiting notice.	
06/04/09	P J BENVENUTTI	0.60
	Review retention applications and orders, and confer with Ms. Rodriguez re same, notice of non-objection to Jones Day application (.20); review draft Jones Day retention order, and e-mails wit colleagues re same, possible revisions (.40).	
06/04/09	Z N BUGAIGHIS	0.90
	Draft declarations of non opposition for Jones Day Retention application (.90)	
06/04/09	M H CORREA	0.80
	Review and revise declaration of non-opposition for Jones Day retention (0.3); draft order re JD retention (0.5).	
06/04/09	R SHAH	2.00
	Draft motion for interim fee procedures; draft order for interim fee procedures.	
06/05/09	M H CORREA	2.40
	Review and revise interim procedures motion, declaration and order.	
06/05/09	R SHAH	4.00
	Draft motion for interim fee procedures; draft order for interim fee procedures.	
06/08/09	P J BENVENUTTI	0.90
	Prepare for and attend hearing re Jones Day retention (.40); review and revise order re Jones Day retention, confer with Ms. Correa re same and submittal to court (.40); confer with Ms. Correa re draft motion re interim fee procedure (.10).	
06/08/09	M H CORREA	0.50
	Prepare for retention hearing (0.3); review and revise retention order (0.1); upload same (0.1).	
<b>TOTAL</b>		<b>13.40</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor  
San Francisco, California 94104  
**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605007

Invoice: 32130042

Plant Insulation Company  
1330 64th Street  
Emeryville, CA 94608

For legal services rendered for the period through June 30, 2009:

Fee/Employment Applications - Other  
Professionals

USD 24,430.00

**TOTAL**

**USD 24,430.00**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America  
San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605007

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July 24, 2009

Fee/Employment Applications - Other

Invoice: 32130042

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	4.00	775.00	3,100.00
T S KELLER	7.00	750.00	5,250.00
ASSOCIATE			
Z N BUGAIGHIS	12.90	325.00	4,192.50
M H CORREA	15.50	525.00	8,137.50
N RODRIGUEZ	7.50	500.00	3,750.00
			<hr/>
<b>TOTAL</b>	<b>46.90</b>	<b>USD</b>	<b>24,430.00</b>

# JONES DAY

627967-605007

Page 3

July 24, 2009

Fee/Employment Applications - Other

Invoice: 32130042

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/01/09	P J BENVENUTTI	1.80
	E-mails with Mr. Keller re attendance at continued hearing on retention of professionals (.10); e-mails, conference call with Mr. Gordon, coverage counsel re strategy re hearing on retention of professionals (.30); e-mails re forms of order for retention of coverage counsel (.20); telephone with proposed committee counsel re status of application, possible objections (.20); e-mail to Mr. Gordon, coverage counsel transmitting US Fire objection to retention of Sheppard Mullin, and quick review of objection (.30); e-mail re implications of objection (.10); review UST objections to various employment applications (.20); e-mails with coverage counsel re UST objections to their retention, and response to same (.30); confer with Mr. Keller re hearing outcome, and review e-mails re same (.10).	
06/01/09	Z N BUGAIGHIS	0.10
	Draft and review necessary requirements for declarations from ordinary course professionals in support of Plant's application to employ ordinary course professionals.	
06/01/09	M H CORREA	9.00
	Draft motion to limit notice (2.3); research exculpatory provisions (1.6); draft task and calendar memo (3.0); review objections to SMO and MLB employment (0.5); review and revise orders for Renfrew, MLB and SMO (1.6).	
06/01/09	T S KELLER	6.20
	Review objections on various retentions, including SMRH, SMO, and Fergus (.90); calls with P. Benvenutti and D. Gordon regarding same and implications for case and coverage issues (1.20); prepare for hearing on same (0.60); meet with client and team prior to hearing (0.50); attend hearing (2.70); follow up meeting with client, P. Benvenutti (0.30).	
06/01/09	T S KELLER	0.80
	Review and revise SMO, MLB, and Fergus retention orders.	
06/01/09	N RODRIGUEZ	7.50
	Attend hearing regarding appointment of estate professionals, futures representative, counsel to futures representative and counsel to creditors committee (2.50); preparation for hearing, including review of objections and preparation of orders (4.70); revise and upload orders based on outcome of hearing (0.30).	
06/02/09	P J BENVENUTTI	0.10
	Review Fergus notice of correction, various orders re retention of professionals (.10).	
06/02/09	Z N BUGAIGHIS	0.40
	Research motions and cases regarding ordinary course professionals (0.30).	
06/02/09	M H CORREA	0.70
	Telephone with R. Shah re interim procedures fee motion (0.4); correspondence re same (0.3).	
06/04/09	Z N BUGAIGHIS	3.40
	Draft ordinary course professionals application and declaration and review engagement letters.	
06/04/09	M H CORREA	0.30
	Confer with Z. Bugaighis re ordinary course professionals motion.	
06/05/09	P J BENVENUTTI	0.30
	E-mails with Mr. Fergus re status of retention orders (.10); revise Jones Day draft retention order (.10); telephone with Mr. Ahrens re SMRH retention (.10).	
06/05/09	Z N BUGAIGHIS	3.60
	Review and revise application to employ Ordinary Course Professionals and accompanying declarations.	

# JONES DAY

627967-605007

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July 24, 2009

Fee/Employment Applications - Other

Invoice: 32130042

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/05/09	M H CORREA	3.30
	Review and revise application to employ ordinary course professionals and related declarations.	
06/06/09	P J BENVENUTTI	0.30
	E-mail to Mr. Gordon re Sheppard Mullin retention status (.20); review e-mail, drafts re motion re interim fee procedure (.10).	
06/08/09	Z N BUGAIGHIS	1.50
	Review and revise application to employ Ordinary Course Professionals and accompanying declarations.	
06/08/09	M H CORREA	0.50
	Review and revise declarations and motion.	
06/09/09	P J BENVENUTTI	0.30
	Review order re Sheppard Mullin retention (.10); e-mails with client re same (.20).	
06/09/09	Z N BUGAIGHIS	0.50
	Plan and prepare for filing motion to employ Ordinary Course Professionals (0.20); advise E. Haas regarding his declaration in support of motion to employ Ordinary Course Professionals (0.30).	
06/10/09	Z N BUGAIGHIS	0.50
	Review and revise declarations in support of application to employ Ordinary Course Professionals (0.40); revise declaration of no opposition in support of application to employ Bachecki Chrom (0.10).	
06/11/09	P J BENVENUTTI	0.50
	Download, preliminary review of supplemental Sheppard Mullin application for retention (.40); e-mails with colleagues, staff re distribution of same (.10).	
06/11/09	Z N BUGAIGHIS	1.80
	Revise declarations in support of application to employ Ordinary Course Professionals (1.40); revise declaration of no opposition in support of application to employ Bachecki Chrom (0.40).	
06/11/09	M H CORREA	0.20
	Review and revise ordinary course declarations.	
06/11/09	M H CORREA	0.60
	Review Sheppard Mullins supplemental briefing.	
06/12/09	Z N BUGAIGHIS	0.80
	Finish preparation of Ordinary Course Professional declarations and send to Ordinary Course Professionals (0.40); locate contact information for Ordinary Course Professionals (0.20); meet and confer regarding purpose of declarations with Ordinary course professionals (0.20).	
06/15/09	P J BENVENUTTI	0.50
	Review court's notice re schedule re Sheppard Mullin retention dispute (.10); e-mails with client, coverage counsel re same (.10); telephone with proposed committee counsel, e-mail to client and co-counsel re same (.30).	
06/15/09	M H CORREA	0.20
	Telephone with E. Haas re employment (0.1); correspondence with other defense counsel re same (0.1).	
06/16/09	Z N BUGAIGHIS	0.20
	Review declaration of C. Wood in support of Plant's application to employ ordinary course professionals (0.10); meet and confer regarding status of application with M. Correa and relay status to C. Wood (0.10).	
06/17/09	P J BENVENUTTI	0.20
	Review notice of removal of U.S. Fire lawsuit vs. Sheppard Mullin, and e-mails re same.	

# JONES DAY

627967-605007

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July 24, 2009

Fee/Employment Applications - Other

Invoice: 32130042

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/19/09	Z N BUGAIGHIS	0.10
	Follow up regarding filing of declaration of no opposition in support of application to employ Bachecki Chrom.	
06/19/09	M H CORREA	0.70
	Review and revise declaration of no opposition and exhibits (0.3); coordinate filing and service (0.2); draft order (0.2).	
<b>TOTAL</b>		<b>46.90</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605009

Invoice: 32130043

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through June 30, 2009:

Asset Analysis and Recovery

USD 852.50

**TOTAL**

**USD 852.50**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.

121000358

Swift Code

BOFAUS6S

Account No.

00334-30671

Account Name

Jones Day



# JONES DAY

627967-605009

Page 2

July 24, 2009

Asset Analysis and Recovery

Invoice: 32130043

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	<u>1.10</u>	775.00	<u>852.50</u>
<b>TOTAL</b>	<b>1.10</b>	<b>USD</b>	<b>852.50</b>

# JONES DAY

627967-605009

Page 3

July 24, 2009

Asset Analysis and Recovery

Invoice: 32130043

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/02/09	P J BENVENUTTI	0.40
	Telephone and e-mail with Mr. Gordon, telephone with Mr. Kazan re arrange call re coordinating claim vs. F/B trust (.20); telephone with Mr. Gordon re status, developments re coverage trial (.10); confer with Mr. Keller re developments, approach (.10).	
06/03/09	P J BENVENUTTI	0.50
	Confer with Mr. Gordon, telephone with Mr. Kazan re developments, strategy re claims against Fibreboard Trust, possible resolution (.50).	
06/18/09	P J BENVENUTTI	0.20
	Telephone with Mr. Gordon, Ms. Correa re coverage trial, claim vs. Fibreboard Trust.	
<b>TOTAL</b>		<b>1.10</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor  
San Francisco, California 94104  
**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605011

Invoice: 32130044

Plant Insulation Company  
1330 64th Street  
Emeryville, CA 94608

For legal services rendered for the period through June 30, 2009:

Business Operations

USD 3,525.00

**TOTAL**

**USD 3,525.00**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America  
San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605011

Page 2

July 24, 2009

Business Operations

Invoice: 32130044

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	3.30	775.00	2,557.50
L D BLUM	0.50	600.00	300.00
T S KELLER	0.40	750.00	300.00
ASSOCIATE			
M H CORREA	<u>0.70</u>	525.00	<u>367.50</u>
<b>TOTAL</b>	<b>4.90</b>	<b>USD</b>	<b>3,525.00</b>

# JONES DAY

627967-605011

Page 3

July 24, 2009

Business Operations

Invoice: 32130044

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/04/09	P J BENVENUTTI Voicemail to, telephone with Mr. Gordon re arranging meeting with counsel for target business (.10); telephone with counsel for target re same (.10).	0.20
06/09/09	P J BENVENUTTI Confer with Mr. Gordon re preparation for meeting with Bayside counsel (.30); meeting with Bayside counsel (1.10).	1.40
06/10/09	P J BENVENUTTI Confer with Ms. Blum, e-mails re NDA for Bayside due diligence.	0.20
06/11/09	P J BENVENUTTI Review e-mails from colleagues re Bayside NDA.	0.10
06/11/09	T S KELLER Mark up NDA for Bayside and brief memo to L. Blum regarding same (0.30); confer with L. Blum regarding changes (0.10).	0.40
06/15/09	P J BENVENUTTI Telephone with Bayside counsel re NDA, Bayside position re possible combination.	0.10
06/17/09	P J BENVENUTTI Review e-mail from Bayside counsel re NDA, inquiries re same and access to information (.10); e-mail to Mr. Gordon re same, discussion with Bayside counsel (.10); e-mails to colleagues re NDA (.10).	0.30
06/17/09	L D BLUM Review proposed changes to nondisclosure agreement from Bayside's counsel and follow up with P. Benvenuti re same.	0.20
06/17/09	M H CORREA Review correspondence re NDA.	0.10
06/18/09	P J BENVENUTTI Telephone with Mr. Gordon, Ms. Correa re Bayside NDA, negotiations (.10); review e-mail from Bayside counsel and revision to NDA (.10); telephone, e-mail to Bayside counsel re same, Plant ownership and management (.30).	0.50
06/18/09	M H CORREA Telephone with L. Blum re trust (0.3); correspondence with P. Benvenuti re same (0.1).	0.40
06/19/09	M H CORREA Review correspondence re NDA for potential transaction.	0.20
06/22/09	P J BENVENUTTI Review e-mails from Bayside counsel, Mr. Gordon, Ms. Blum re Bayside NDA.	0.20
06/22/09	L D BLUM Review changes to nondisclosure agreement; follow up with P. Benvenuti and D. Gordon re same.	0.30
06/30/09	P J BENVENUTTI E-mails with Mr. Gordon, Ms. Blum and confer with Ms. Blum re Bayshore NDA.	0.30
<b>TOTAL</b>		<b>4.90</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605013

Invoice: 32130045

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through June 30, 2009:

Employee Benefits/Pension

USD 1,980.00

**TOTAL**

**USD 1,980.00**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.

121000358

Swift Code

BOFAUS6S

Account No.

00334-30671

Account Name

Jones Day

# JONES DAY

627967-605013

Page 2

July 24, 2009

Employee Benefits/Pension

Invoice: 32130045

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
L D BLUM	<u>3.30</u>	600.00	<u>1,980.00</u>
<b>TOTAL</b>	<b>3.30</b>	<b>USD</b>	<b>1,980.00</b>

# JONES DAY

627967-605013

Employee Benefits/Pension

Page 3  
July 24, 2009  
Invoice: 32130045

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/09/09	L D BLUM Follow up with P. Benvenuti and J. Schendel re compensation arrangements among Plant, J. Gregory and M. Travis; review documents related to compensation arrangements; telephone call to J. Raskin re same.	1.00
06/10/09	L D BLUM Review and summarize historical compensation arrangements among Plant, J. Gregory and M. Travis; discuss same with P. Benvenuti.	0.80
06/11/09	L D BLUM Discuss historical compensation arrangements for M. Travis and J. Gregory with M. Correa; revise form of nondisclosure agreement and discuss with T. Keller; send nondisclosure agreement to counsel for Bayside.	0.50
06/15/09	L D BLUM Discuss disclosure of compensation information to futures representative with M. Correa; draft summary of compensation arrangements.	0.50
06/16/09	L D BLUM Review revised summary of historical compensation information and discuss same with M. Correa; provide additional revisions to summary.	0.50
<b>TOTAL</b>		<b>3.30</b>



IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605014

Invoice: 32130046

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through June 30, 2009:

Plan and Disclosure Statement

USD 465.00

**TOTAL**

**USD 465.00**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.

121000358

Swift Code

BOFAUS6S

Account No.

00334-30671

Account Name

Jones Day

# JONES DAY

627967-605014

Plan and Disclosure Statement

Page 2  
July 24, 2009  
Invoice: 32130046

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	<u>0.60</u>	775.00	<u>465.00</u>
<b>TOTAL</b>	<b>0.60</b>	<b>USD</b>	<b>465.00</b>

# JONES DAY

627967-605014

Page 3

July 24, 2009

Plan and Disclosure Statement

Invoice: 32130046

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/29/09	P J BENVENUTTI	0.60
	Review USSC Travelers' decision.	
<b>TOTAL</b>		<b>0.60</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605016

Invoice: 32130047

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through June 30, 2009:

Claims Administration and Objections

USD 18,890.00

**TOTAL**

**USD 18,890.00**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605016

Claims Administration and Objections

Page 2  
July 24, 2009  
Invoice: 32130047

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	8.60	775.00	6,665.00
ASSOCIATE			
Z N BUGAIGHIS	4.50	325.00	1,462.50
M H CORREA	20.50	525.00	10,762.50
			<hr/>
<b>TOTAL</b>	<b>33.60</b>	<b>USD</b>	<b>18,890.00</b>

# JONES DAY

627967-605016

Page 3

July 24, 2009

Claims Administration and Objections

Invoice: 32130047

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/08/09	M H CORREA	3.20
	Draft bar date motion and exhibits.	
06/09/09	P J BENVENUTTI	2.20
	Review, revise motion for early claims bar date (1.60); confer with Ms. Correa re same (.40); e-mail to client, coverage counsel re same (.20).	
06/10/09	P J BENVENUTTI	3.20
	Confer with Ms. Correa re motion to set early bar date, supporting evidence (.20); telephone with Mr. Ahrens re same (.10); e-mails and telephone with Mr. Travis re co-defendants -- identification and notice (.40); confer and e-mails with Ms. Correa re same (.30); draft, review and revise motion for claims bar date, related notices, and confer with Ms. Correa re same (1.80); review claims registers from other cases as support for motion for claims bar date, and confer with Ms. Correa re same (.40).	
06/10/09	Z N BUGAIGHIS	4.50
	Obtain sample claims charts and review filings by insurers in order to find supporting language for Debtor's motion for an order setting the claims bar dates and approving proof of claim forms (2.30); prepare declarations for M. Travis and C. Gordon in support of Debtor's motion for an order setting the claims bar dates and approving proof of claim forms (2.20).	
06/10/09	M H CORREA	7.30
	Review and revise motion, notices, draft declarations, request for judicial notice.	
06/15/09	P J BENVENUTTI	0.20
	Confer, e-mails with Ms. Correa re motion to set early claims bar date, information re other CA asbestos cases.	
06/15/09	M H CORREA	0.80
	Review dockets for MacArthur and J.T. Thorpe to confirm insurers' claims were not filed.	
06/26/09	P J BENVENUTTI	0.20
	E-mails re evaluation of insurers' limited opposition to request for early claims bar date.	
06/26/09	M H CORREA	2.10
	Review and analyze limited objection to bar date motion (0.3); review correspondence re same (0.1); prepare response (1.7).	
06/28/09	P J BENVENUTTI	0.30
	Review insurers' limited opposition to motion to establish early claims bar date, e-mails re possible reply.	
06/29/09	P J BENVENUTTI	0.70
	Outline reply re motion to establish claims bar date, and telephone with Ms. Correa re same (.50); e-mails with Mr. Gordon, coverage counsel re same, arranging conference call re same (.20).	
06/29/09	M H CORREA	3.80
	Draft reply in support of claims bar date motion, including case law research.	
06/30/09	P J BENVENUTTI	1.80
	Review insurers' limited objection to motion to set early bar date and draft reply (.20); revise reply (1.40); e-mails with Ms. Correa re same (.20).	
06/30/09	M H CORREA	3.30
	Review and revise reply and Raskin declaration (2.1); telephone with D. Gordon, P. Benvenutti and counsel re same (.8); confer with P. Benvenutti re revisions (0.2); make revisions (0.2).	

# JONES DAY

627967-605016

Claims Administration and Objections

Page 4

July 24, 2009

Invoice: 32130047

**TOTAL**

**33.60**

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605017

Invoice: 32130048

Plant Insulation Company

1330 64th Street

Emeryville, CA 94608

For legal services rendered for the period through June 30, 2009:

Assumption/Rejection of Leases and Contracts	USD	1,627.50
<b>TOTAL</b>	<b>USD</b>	<b><u>1,627.50</u></b>

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day



# JONES DAY

627967-605017

Page 2

July 24, 2009

Assumption/Rejection of Leases and Contracts

Invoice: 32130048

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
ASSOCIATE M H CORREA	<u>3.10</u>	525.00	<u>1,627.50</u>
<b>TOTAL</b>	<b>3.10</b>	<b>USD</b>	<b>1,627.50</b>

# JONES DAY

627967-605017

Page 3

July 24, 2009

Assumption/Rejection of Leases and Contracts

Invoice: 32130048

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/11/09	M H CORREA	0.60
	Confer with L. Blum re employment history issues (0.4); correspondence with aligned counsel re same (0.2).	
06/15/09	M H CORREA	0.60
	Telephone with P. Benvenuti re employment history (0.1); review agreements (0.2); telephone with L. Blum re same (0.3)	
06/16/09	M H CORREA	1.90
	Draft summary of employment agreements (0.8); telephone with L. Blum re same (0.3); telephone and correspondence with M. Travis re same (0.3); correspondence with G. Fergus re same (0.5).	
<b>TOTAL</b>		<b>3.10</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605018

Invoice: 32130049

Plant Insulation Company  
1330 64th Street  
Emeryville, CA 94608

For legal services rendered for the period through June 30, 2009:

Insurance Issues/Litigation

USD 10,862.50

**TOTAL**

**USD 10,862.50**

Remittance of payment can be made by wire transfer to our account as follows:

**BANK DETAILS**

Bank of America

San Francisco, California

Bank ABA No.  
121000358

Swift Code  
BOFAUS6S

Account No.  
00334-30671

Account Name  
Jones Day

# JONES DAY

627967-605018

Page 2

July 24, 2009

Insurance Issues/Litigation

Invoice: 32130049

## TIMEKEEPER DETAIL SCHEDULE

	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
PARTNER			
P J BENVENUTTI	6.50	775.00	5,037.50
T S KELLER	0.50	750.00	375.00
ASSOCIATE			
M H CORREA	8.00	525.00	4,200.00
N RODRIGUEZ	2.50	500.00	1,250.00
			<hr/>
<b>TOTAL</b>	<b>17.50</b>	<b>USD</b>	<b>10,862.50</b>

# JONES DAY

627967-605018

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July 24, 2009

Insurance Issues/Litigation

Invoice: 32130049

## SERVICES DETAIL SCHEDULE

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/01/09	P J BENVENUTTI	1.30
Review e-mails from coverage counsel, client, colleagues re effect of adverse Phase 2 determination on rights of plaintiffs under policies (.30); conference call with coverage counsel, client and Mr. Keller re same, approach to continued hearing on stay relief (.60); confer with Mr. Keller re same, preparation for hearing (.30); confer with Mr. Keller re hearing outcome (.10).		
06/03/09	P J BENVENUTTI	1.60
E-mails from coverage counsel, Mr. Gordon re FCR's intent to bring motion for authority to intervene in coverage litigation (.20); telephone with Mr. Fergus re intent to bring emergency motion to authorize intervention (.20); e-mails, confer with Mr. Gordon re same, debtor's position re same (.30); review emergency motion (.10); e-mails to/from client, coverage counsel, colleagues re same, approach to hearing (.30); e-mails with Ms. Rodriguez re research re intervention per state law, including review of results of research and transmit results to coverage counsel (.40); review e-mail from insurers' counsel re FCR's motion, and e-mails with coverage counsel, client re appropriate response (.20).		
06/03/09	T S KELLER	0.50
Emails, brief conference with P. Benvenutti regarding FCR demands, especially regarding proposed intervention in Phase II trial (0.30); emails regarding same with Phase II counsel, D. Gordon, and P. Benvenutti (0.20).		
06/03/09	N RODRIGUEZ	2.50
Research regarding futures representative's right to intervene in underlying coverage action pending in state court between debtor and insurers.		
06/04/09	P J BENVENUTTI	1.80
Review inquiry from insurers re position re FCR's emergency motion to intervene and communications with FCR, and e-mails with coverage counsel, client re same, response to insurers' inquiry, approach to hearing (.40); prepare for emergency telephone hearing re FCR's motion for authority to intervene in coverage litigation, including review of insurers' opposition, case law and statute, application for FCR's retention, and proposed order (.80); attend telephone hearing (.40); e-mail to coverage counsel, colleagues re hearing outcome (.10); telephone with Mr. Gordon re same (.10).		
06/05/09	P J BENVENUTTI	0.20
Telephone with Mr. Gordon re progress of coverage litigation (.10); confer with Mr. Keller re same, strategy with insurers (.10).		
06/07/09	P J BENVENUTTI	0.20
Review e-mail from settling insurers' counsel re settlement approval, and e-mails with Ms. Correa, coverage counsel re same.		
06/08/09	P J BENVENUTTI	0.40
E-mails with coverage counsel, Ms. Correa re motion to assume pre-bankruptcy settlement agreement.		
06/08/09	M H CORREA	0.50
Review settlements for insurers, correspondence re same.		
06/09/09	M H CORREA	3.40
Draft motions to approve insurance settlements.		
06/12/09	M H CORREA	4.10
Draft motions to approve UNIC settlement agreement and SOMPO settlement agreement.		
06/15/09	P J BENVENUTTI	0.10
E-mails with Mr. Gordon re status of coverage trial.		

# JONES DAY

627967-605018

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July 24, 2009

Insurance Issues/Litigation

Invoice: 32130049

<i>Date of Service</i>	<i>Timekeeper Name</i>	<i>Hours</i>
06/16/09	P J BENVENUTTI Telephone with Mr. Gordon re developments re coverage trial.	0.10
06/29/09	P J BENVENUTTI E-mails re arrange call re strategy re coverage litigation.	0.10
06/30/09	P J BENVENUTTI Conference call with Mr. Gordon, coverage counsel, Ms. Correa re developments, strategy re coverage litigation and coordination re motion to establish early claims bar date (.50); follow-up call with Mr. Gordon re same (.20).	0.70
<b>TOTAL</b>		<b>17.50</b>

IN ACCOUNT WITH

**JONES DAY**

**San Francisco Office**

555 California Street, 26<sup>th</sup> Floor

San Francisco, California 94104

**(415) 626-3939**

Federal Identification Number: 34-0319085

July 24, 2009

627967-605001

Invoice: 32153159

Plant Insulation Company  
Mr. David J. Gordon  
The Flintkote Company  
Two Embarcadero Center, Suite 410  
San Francisco, CA 94111

For legal services rendered for the period through June 30, 2009:

Chapter 11 Reorganization Petition and Advice	USD	0.00
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**DISBURSEMENTS & CHARGES**

Computerized Research Services	60.01
Conference Charges	34.94
Courier Services	170.00
Court Costs	281.20
Court Reporter Fees	651.00
Document Reproduction Charges	118.20
Lexis Search Fees	585.47
Long Distance	3.30
Travel - Air Fare	207.20
Travel - Food and Beverage Expenses	62.11
Travel - Hotel Charges	292.12
Westlaw Search Fees	188.37

2,653.92 \*\*

**TOTAL**

**USD 2,653.92**

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